

NASS Survey on Company Formation Processes in the States

Results as of July 25, 2007

Number of States Responded: 39

States that responded: AL, AZ, AR, CA, CO, DE, FL, GA, HI, ID, IL, IN, KS, KY, LA, ME, MA, MN, MS, MO, MT, NE, NV, NJ, NM, NY, NC, ND, OK, OR, PA, SC, SD, TN, TX, UT, WA, WV, WY

1. Below is information taken from the International Association of Commercial Administrators 2006 Annual Report of Business Entities

<u>State</u>	<u>Corps</u>	<u>Non-Profits</u>	<u>LLC</u>	<u>LP</u>	<u>LLP</u>	<u>LLLP</u>	<u>GP</u>	<u>BT/ST</u>	<u>Total</u>	<u>% Share</u>
Alabama	5,706	1,672	13,773	130	53				21,334	
Alaska									0	
Arizona	14,171	2,545	48,663	699	188	253	6	N/A		
Arkansas	5,678	1,282	7,730	152	69	23	27	0	14,961	
California	97,432	12,568	59,431	4,560	452	N/A	1,912	Not Avail	176,355	
Colorado	19,028	3,437	45,302	653	968	723			70,111	
Connecticut	2,595	1,346	26,247	127	136			100	30,551	
Delaware	34,377	1,504	87,360	8,696	106	200	150	3,200	135,593	
DC	1,069	1,065	3,357	112	171	N/A	N/A	N/A	5,774	
Florida	168,182	12,918	123,437	2,289	946			57	307,829	
Georgia	29,431	5,308	41,063	919	0				76,721	
Hawaii	2,903	775	6,560	103	80	24	462		10,907	
Idaho	3,514	855	10,283	119	133	N/A	75	N/A	14,979	
Illinois	42,316	6,900	23,804	605	188				73,813	
Indiana	10,718	2,276	17,362	345	171	N/A	N/A	Not Avail	30,872	
Iowa	4,474	1,195	7,658	84	119	44	N/A	N/A	13,574	
Kansas	4,331	937	7,382	153	86		69	1	12,959	
Kentucky	5,084	1,576	14,028	212	68	N/A	1,989	3	22,960	
Louisiana	4,888	1,890	25,323	165	95				32,361	
Maine	2,608	749	4,056	40	22				7,475	
Maryland	12,663	3,265	27,944	177	256	51	4	81	44,441	
Massachusetts	10,953	1,548	12,283	256	135	N/A	N/A	88	25,175	
Michigan	19,454	4,192	47,215	257	181	N/A	N/A	N/A	71,299	
Minnesota	12,687	2,619	18,899	350	643		17,998	7	53,203	
Mississippi	4,316	1,364	9,665	169	2				15,516	
Missouri	6,614	3,037	28,440	485	180	138			38,894	
Montana	2,831	807	7,972	Not Avail	Not Avail		Not Avail		11,610	
Nebraska	2,939	563	2,855	58	36		29		6,480	
Nevada	35,779	1,987	37,402	2,766	229				78,163	
New Hampshire	1,804	606	7,333	59	42	0	0	0	9,844	
New Jersey	19,965	3,712	51,668	339	437		2		76,123	
New Mexico	4,005	968	9,927	279	17	N/A	25	N/A	0	
New York	76,999	4,788	48,564	604	385				131,340	

North Carolina	20,280	4,816	27,763	308	124	18			53,309
North Dakota	1,120	229	907	92	297	63			2,708
Ohio	12,226	3,991	40,180	568	164			15	57,144
Oklahoma	6,162	1,365	13,606	275	92	275	52		21,827
Oregon	8,243	2,241	22,629	214	85		N/A	11	
Pennsylvania	18,844	3,630	24,631	4,081	402				51,588
Rhode Island	2,083	419	3,437	48	41				6,028
South Carolina	8,150	2,896	25,831	207	175				37,259
South Dakota	1,446	284	1,933	97	99	18	4	0	3,881
Tennessee	7,145	2,428	11,117	395	75				21,160
Texas	35,867	9,547	53,101	20,837	1,720				121,072
Utah	8,793	1,127	19,626	449	178			10	30,183
Vermont	1,047	457	3,124						4,628
Virginia	20,609		33,204	435	205		246	40	54,739
Washington	13,099	3,962	28,310	291	115			74	45,851
West Virginia	1,336	508	3,660	44	18		1	2	5,569
Wisconsin	5,104	1,903	26,653	203	262				34,125
Wyoming	3,244	404	5,676	108	31			8	

Cells with a 0 indicates what the state reported as a number.
Cells left bank indicates the state did not input any information.

2. Do all of the entities formed have an Annual Report requirement?

Summary:

Yes	<i>GA, HI, ID, IL, LA, ME, NV, NJ, OR, WV, WY</i> <i>11 out of 39 require all entities to file annual report</i>
No	<i>AL, AZ, AR, CA, CO, DE, FL, IN, KS, KY, MA, MN, MS, MO, MT, NE, NM, NY, NC, ND, OK, PA, SC, SD, TN, TX, UT, WA</i> <i>28 out of 39 require some entities to file annual rpt</i>

Overview of Annual Report Requirements by States:

<u>State</u>	<u>Corps</u>	<u>Non-Profits</u>	<u>LLC</u>	<u>LP</u>	<u>LLP</u>	<u>LLLP</u>	<u>GP</u>	<u>BT/ST</u>
Alabama	X			X				
Arizona	X	X	X		X	X	X	X
Arkansas	X	X	X	X	X			X
California	X (biennially)		X (biennially)					
Colorado	X	X	X		X	X		X
Delaware	X							
Florida	X	X	X	X	X	X		
Georgia	X	X	X	X	X	X	X	X
Hawaii	X	X	X	X	X	X	X	X
Idaho	X	X	X	X	X	X	X	X
Illinois	X	X	X	X	X	X	X	X
Indiana	X (biennially)	X	X (biennially)					
Kansas	X	X	X	X	X	X		X
Kentucky	X	X	X			X		
Louisiana	X	X	X	X	X	X	X	X
Maine	X	X	X	X	X	X	X	X
Massachusetts	X	X	X		X	X	X	X
Minnesota	X	X	X	X	X	X		
Mississippi	X							
Missouri	X	X					X	X
Montana	X	X	X			X		X
Nebraska	X	X						X
Nevada	X	X	X	X	X	X	X	X
New Jersey	X	X	X	X	X	X	X	X
New Mexico	X (biannually)	X			X			
New York	X (biannually)		X (biannually)	X (biannually)	X (5 yr. cycle)			
North Carolina	X		X		X	X	X	X
North Dakota	X	X	X	X	X	X		X
Oklahoma	X (some corps. excluded)		X	X				X
Oregon	X	X	X	X	X	X	X	X

Pennsylvania	X	X	X (except pro.)	X		X	X	X
South Carolina	X					X	X	X
South Dakota	X	X	X		X			
Tennessee	X	X	X		X	X	X	X
Texas		X (periodic reports)		X (periodic reports)	X			
Utah	X	X 3 year cycle	X	X	X 3 year cycle	X 3 year cycle	X 3 year cycle	X 3 year cycle
Washington	X with some exceptions	X	X	X	X	X	X	X
West Virginia	X	X	X	X	X	X	X	X
Wyoming	X	X	X	X	X	X	X	X

Detailed State Responses:

State	Answer
AL	Only For Profit Corporations and Limited Liability Partnerships are required to file Annual Reports/Notices
AZ	Limited partnerships
AR	GP and LLLPS.
CA	LP, LLP, GP, BT/ST are not required to file Annual Reports. Additionally, Domestic Non-Profit Corporations and LLC's file biennially instead of annually.
CO	General Partnership, domestic LP
DE	Only Corporations are required to file annual reports.
FL	Business Trusts and General Partnerships.
GA	All entities formed have an annual report requirement.
IN	§ LP, LLP do not file entity reports § Non-profits file annually § Corporations and LLC file biennially
KS	GPs do not file Annual Reports.
KY	Currently Business Trust, Pre-Rupa, Pre-Rupla, Limited Partnership, Limited Liability Partnership and General Partnerships.
MA	Limited Partnerships
MN	GP and BTs.
MS	Non profits, LLC's, LP's, LLP's, LLLP's, Gps' BT's do not file Annual Reports.
MO	LLC, LP, LLP, LLLP, Fictitious Name Registrations.
MT	Limited Partnerships, Limited Liability Partnerships & General Partnerships.
NE	LLC, Partnerships, and General Partnerships.
NM	Only Limited Liability Partnerships are required to file Annual Reports in New Mexico All Nonprofit Corporations are required to file Annual Reports with the NM Public Regulation Commission. All Profit Corporations file Biennial Reports.

NY	LLC's, LP's, and most For Profit Corporations file biannual reports, whereas RLLP's file a statement every 5 years.
NC	Non profits, professional corporations, and limited partnerships.
ND	General partnerships are not required to file entity documents with the Secretary of State and do not file annual reports with the Secretary of State.
OK	Some corporations, not for profit corporations, LLP, LLLP & GP
SC	NP, LLC, LP, LLP
SD	LP, LLLP, GP, BT
PA	All LLPs and just professional LLCs
TN	Limited Partnerships.
TX	<ul style="list-style-type: none"> ⌘ Corporations and limited liability companies do not file annual reports with the SOS, but they are subject to state franchise taxes and file an annual tax return with the Comptroller of Public Accounts. As part of the tax return, the taxable entity submits a public information report. After processing the tax return, the Comptroller sends the report to the SOS for inclusion in our records. On the report, the entity submits information regarding principal office, principal place of business, names and addresses of officers and directors for corporations and officers and managers and managing members for LLCs. In addition, corporations are required to report the parent/subsidiary information by reporting the names of all corporations which own a 10% or greater interest in the reporting corporation and all corporations in which the reporting corporation owns a 10% or greater interest. ⌘ If a non-profit corporation is subject to franchise tax, it would file the same report as for-profit corporations and LLCs. In addition, non-profit corporations are required to file a periodic report (not more often than once every four years) with the Secretary of State. This report lists officers and directors. ⌘ Limited partnerships are not currently subject to franchise taxes but they are required to file a periodic report with the SOS. Both the original certificate of formation and the periodic report will list all general partners of the partnership. Limited partners are not listed. ⌘ LLPs register annually with the SOS, but there is no requirement that the names of the partners be listed on the annual registration or renewal. ⌘ General partnerships do not file organizational documents with the SOS or reports. The only filing by a general partnership would be the registration as a LLP. <p>Texas law does not recognize a domestic business or statutory trust.</p>
UT	Corporations, LLC, LP, all others file every 3 years.
WA	Corporation Sole, Credit Union, Fraternal Building Society, Fraternal Society, Granges, Insurance Companies.

3. Briefly describe the requirements, if any in your state, for maintenance of ownership rosters (corporate shareholders, LLC members, etc.)

Summary:

No Ownership Roster Maintenance Requirement 15 out of 39	Some Roster Maintenance Required 21 out of 39	Full Roster Maintenance Required 3 out of 39
CO, FL, GA, HI, ID, LA, MS, MO, NM, NY, OK, SC, SD, PA, TN	AL, AZ, AR, CA, DE, IL, IN, KS, KY, MN, MT, NE, NJ, NC, ND, OR, TX, UT, WA, WV, WY	ME, MA, NV

Detailed State Responses:

State	Answer
AL	We do not maintain ownership rosters. With the exception of Limited Liability Companies.
AZ	LP's must submit amendments should their ownership change.
AR	Only member/manager of LLC's are required.
CA	LLC members are required to be listed on the biennial statement of information only if no manager has been elected or appointed. Typically, corporation owners are shareholders. The California Department of Corporations handles issues relating to the offering and sale of securities (such as shares). Shareholder information is not required to be made of record with the Secretary of State's office.
CO	Colorado does not require maintenance of ownership rosters
DE	Corporations are required by statute and case law to maintain current lists of their stockholders. Section 219 of the Delaware General Corporation Law requires that the list of stockholders be made available at the site of the corporation's annual meeting for at least ten days before, and during, the meeting. Similarly, Section 220 requires corporations to make their list of stockholders available for inspection by stockholders. Limited liability companies are also required by statute to maintain current lists of managers and members. Section 18-305(a)(3) of the Delaware Limited Liability Company Act requires Delaware limited liability companies to make available to members "a current list of the name and last known business, residence or mailing address of each member and manager".
FL	"Ownership" of a business entity is not a question that is asked for by our Division. We do require and list officer/director names for corporations, managers/managing members for limited liability companies, and general partners for limited partnerships. We do NOT ask for or list shareholder information, members of limited liability companies, or limited partners of limited partnerships.
GA	We are not required by Georgia statutes to maintain ownership information.
HI	Hawaii has no requirement for ownership rosters and accordingly, we do not maintain any rosters.
ID	No requirements.
IL	The shareholders of a corporation are not required to be disclosed to the Secretary of State. The members of an LLC are disclosed to the Secretary of State only in the event the LLC is member managed. Only General Partners of Limited Partnerships (not the limited partners)

	are disclosed to the Secretary of State The names and addresses of the partners of an LLP are disclosed to the Secretary of State on the Domestic Registration application. Any changes in the names and addresses of the partners of an LLP are disclosed to the Secretary of State on a Statement of Amendment.
IN	Corporations – officers and directors are provided when filing their business entity report. LLC’S provide whether managed by members or manager(s) upon formation. No names or addresses of the management is required.
KS	The only <u>public</u> roster of ownership is the corporate Annual Report. Corporations must maintain an internal ledger of shareholders.
KY	We do not show any type of ownership on our records. Annual verification reports are filed each year listing the <u>current</u> officers, directors, members and mangers.
LA	Disclosure of ownership is filled on corporations if contracting with the state.
ME	Unless otherwise provided by the bylaws, the clerk of a domestic business corporation shall keep on file a list of all shareholders of the corporation and keep, in a book kept for that purpose, the records of all shareholders' meetings, including all records of all votes and minutes of the meetings. Otherwise, we require officer and director information for business corporations, general partner information for limited partnerships, manager or member information for limited liability companies and partner information for limited liability partnerships on the annual reports.
MA	LLC's and LP's are required to maintain a list of members and/or partners in the Commonwealth and make it available to the State Secretary within 5 days of a written request indicating that such information is required in connection with an investigatory or enforcement proceeding. Corporations are required to maintain shareholder lists in teh Commonwealth, or at the principal or other office of the corporation or at the the office of the transfer agent. Such lists would be available via a subpoena or court order.
MN	Corporations list a CEO on the Annual Renewal; NP’s list a president on the Annual Renewal; LLC’s list a manager on the Annual Renewal; GP’s are required to list the business owners; otherwise, there are no other ownership requirements, required to be filed with our office.
MS	None.
MO	None for Corps, Non-profits, LLC, LP, LLP, LLLP. Do require owners for fictitious name registrations.
MT	Corporations are required to list officers and directors, LLC are required list members if member managed or managers if manager managed, limited partnerships are required to list general partner(s), limited liability partnerships are required to list all partners, general partnerships are required to list all partners and business trusts are required to provide a verified list of the trustees.
NE	For corporations on the Biennial reports they provide directors and officers. For LLC formation documents, they must provide the management information. They must list either their members or managers.
NV	For profit entities are require to maintain a list of stockholder/owners or the contact information of where this listing is located. This list/contact information is require to be held at its registered office in the state (generally street address of its resident agent.)
NJ	Annual reports collect officer/Director/member information. Tax Registration requires owner information. Annual reports are filed yearly. Tax Registration should be updated whenever a change in ownership occurs.
NM	N/A

NY	No ownership roster maintenance requirement in New York.
NC	NC does not maintain membership rosters. However, officer and member information is to be listed on annual reports.
ND	The Secretary of State maintains rosters of officers and directors for corporations and Limited Liability Companies, but does not maintain rosters of owners. The Secretary of State maintains lists of general partners and managing partners of limited partnerships, Limited Liability Partnerships and Limited Liability Limited Partnerships.
OK	Oklahoma does not have such information.
OR	Mostly in the manner required by the Revised Model Business Corporation Act: entities must maintain shareholder info, et al., at the principal office and produce it upon shareholder request.
SC	N/A
SD	No requirement.
PA	None.
TN	No such rosters are required, we maintain no ownership information.
TX	<p>Ownership information is not generally maintained. However, there are limited exceptions. A close corporation that is to be managed by the shareholders should list in those shareholders who perform the function of directors in the certificate of formation as well as on the public information report filed as part of the franchise tax return. Also, a limited liability company that is managed by members would list the managing-members on the certificate of formation and public information report.</p> <p>In addition, see requirement above for corporation to report parent/subsidiary information on the public information report filed as part of the franchise tax return.</p>
UT	Corporations must give us at least one officer and one director, non profits at least 3 trustees, LLCs members (if member managed) or manager(s) if manager managed, LPs general partners. All entities must include a registered agent. Only Professional corporations need list shareholders.
WA	<p>Profit and Non Profit Corporations: Officers and Directors (not shareholders) LLC: Members/Managers</p> <p>There is an Annual Report/License Renewal requirement that indicates the current individuals holding specific positions (Officers/Directors, Members/Managers, and Partners of an LLP), but this information may not be the ownership of the entity.</p> <p>All of Washington's most common entity types require the entity to maintain a list of names and addresses for members, shareholders, partners, etc at their principal place of business. This includes profit and nonprofit corporations, limited liability companies and miscellaneous and mutual corporations, cooperative associations, and several other less common types of enterprise.</p>
WV	WV Code does not require owners of any business entities to be listed with the Secretary of State's Office, only members, managers, partners or officers with signature authority are required to be listed with the Secretary of State's Office on the organizational documents or annual reports.
WY	<p>For corporations: Shareholders names/ownership rosters are not maintained in the Wyoming Secretary of State's Office. Such records are maintained exclusively by the entity.</p> <p>LLCs: Members and/or Managers names and addresses are required in the Articles of Organization (Wyo. Stat. §17-15-107). LLCs with a manager list the manager but not the members on filing Articles. Member managed LLCs must list members when filing articles</p>

of formation. No manager or member information is imparted on the LLC annual report.

LPs: General Partner's names and addresses are required when filing the certificate of registration (Wyo. Stat. §17-14-301). No further reporting is required.

RLLPs: No list of partners is required. Annual reports do not include ownership information.

4. Briefly describe access to the roster of owners by your state, including by law enforcement.

Summary:

N/A 19 out of 39	By Court Order 8 out of 39	By Request from Filing Office 7 out of 39	Public Record/Online 4 out of 39	Other 5 out of 39
AL, CO, GA, HI, ID, IN, MS, MO, NM, NY, NC, OK, SC, SD, PA, TN, UT, WV, WY	AR, CA, DE, KS, MA (corporations), NV, ND, OR,	CA, LA, MA (LLC and LP), MN, MT, NJ, WA,	AZ (LP only), FL, KY, MT,	IL, ME, NE, NJ, TX,

Detailed State Responses:

State	Answer
AL	N/A
AZ	Other: LP's available online.
AR	By Court order and other: all ownership information (LLC's) is confidential or not listed with our office.
CA	1 By court order - If of record (See response to #3) 1 By request from the filing office – If of record (See response to #3)
CO	None
DE	By Court Order
FL	Other: Officer/director names, manager/managing member names, and general partner names are listed for each individual business entity. This is a public record available at no charge on our website at www.sunbiz.org .
GA	None.
HI	N/A
ID	None.
IL	Other: Copies of all documents on file with the Secretary of State are available to anyone paying the required fee
IN	We do not require ownership information.
KS	The public roster is a public record. The corporation's internal ledger would only be subject to disclosure by court order (it's a private record.)
KY	Other: Online access to filed records.
LA	By request of the filing office.
ME	Other: No roster, but law enforcement can obtain copies of annual reports at no charge for investigations.
MA	By Request from filing office for LLC and LP; Other: by subpoena or court order for corporations.
MN	By request from the filing office.
MS	No roster to provide.
MO	Other: Owners of Fictitious Name Registrations are available on the filed document (by request or on the internet).
MT	By Request from filing office and Other: available through our website to registered users.

NE	Other: Anyone can access our corporation officers, directors, or LLC managers.
NV	By Court Order
NJ	By request from filing office or other: through the division of taxation disclosure office.
NM	N/A
NY	N/A
NC	None.
ND	By Court Order
OK	None
OR	By Court order.
SC	None.
SD	Other: No owner information on file.
PA	None.
TN	Other: N/A
TX	Other: Any information filed with this office is available to the public.
UT	Other: filing office does not have access to this information
WA	By request to filing office
WV	None.
WY	Other: Wyoming SOS does not possess nor maintain a roster of owners for any entity. Such roster can be obtained by civil subpoena, criminal subpoena, search warrant or other means of discovery legally issued by a court having jurisdiction. Such action compelling production of a roster would be brought directly by the plaintiff/law enforcement agency against the entity and would not involve the SOS. All things considered, the SOS finds the requirement to maintain such ownership information burdensome and problematic from the standpoint of keeping such records secure not to mention the administrative concerns of becoming a lower standard conduit for discovery where discovery provisions are already available.

5. Does your state permit “bearer” or any other non-disclosure, anonymous type ownership? If so, please describe.

Summary:

No 33 out of 38	Other – See Specific Answer Below
AL, AZ, CA, DE, FL, GA, HI, ID, IL, IN, KS, KY, LA, ME, MA, MN, MO, MT, NE, NJ, NM, NY, NC, ND, OR, SC, SD, PA, TN, TX, UT, WA, WV, WY	AR, CO, MS, NV, OK

Detailed State Responses:

State	Answer
AL	No.
AZ	No.
AR	Arkansas forms only require an entity to have an incorporator. Arkansas does not require ownership information on filings.
CA	No.
CO	Other than in the case of "scrip" for fractional interests under CRS § 7-106-104(1)(c), equity interests are not authorized to be (or expressly prohibited from being) in bearer form under any of the Colorado business organization statutes. It is possible that other securities such as notes and bonds might be issuable in bearer form, but the form of such issuance is governed by Article 8 of the UCC not the business organization statutes.
DE	No.
FL	All titles provided in the original articles or subsequent annual reports are listed in our records. An annual report cannot be filed without an official title being listed for the individual.
GA	Georgia does not allow bearer shares to be issued for any corporation, limited liability company or limited partnership.
HI	No.
ID	None.
IL	N/A
IN	N/A
KS	No, we don't have a bearer or nondisclosure type of ownership.
KY	No.
LA	No.
ME	No.
MA	No.
MN	No.

MS	Not explicitly, however, corporations are formed by incorporators who may or may not have an ownership relationship with the corporation and likewise, LLC's can also be formed by persons with no relationship to the LLC.
MO	No.
MT	No.
NE	No.
NV	Legislation pending prohibiting the use of bearer shares. Current law does not allow bearer shares, but does not specifically prohibit their use. There are certain service companies that promote the use of bearer shares, but we know of no actual use.
NJ	No. Owners and percent of ownership are required to register with the Division of Taxation.
NM	N/A
NY	N/A
NC	No.
ND	No "Bearer" is not an acceptable designation on any business entity filing with the Secretary of State.
OK	
OR	No.
SC	No.
SD	N/A
PA	No.
TN	N/A
TX	No.
UT	That would not be listed on any documents we have in our office.
WA	We have no specific authorization for this type of ownership.
WV	Nothing as such is filed with the Secretary of State.
WY	Bearer shares were never allowed under WY law. There were websites posting apocryphal writings suggesting creation and use of bearer shares in WY, so the SOS caused an amendment to the Wyoming Business Corporation Act. §17-16-625 to be effective July 1, 2007 clearly proscribing use or existence of bearer shares. Wyo. Stat. 17-16-723 recognizes that shares may be held in the name of a nominee, rather than in the name of the beneficial owner. It has become common practice for shares to be registered or held in the "street name" of the broker-dealer or other financial institution for ease of trading and clearing purchase and sale transactions on stock exchanges. An unintended consequence of this practice may be the secreting of entity ownership through use of "straw persons." In fact there may be up to two different entities in between the corporation and the beneficial owner. Corporations may, but are not required to, establish procedures to recognize the beneficial owner of shares that are registered in the name of a nominee as the owner of the shares.

6. Please provide the definition of a registered agent in your state.

Summary:

- B 23 out of 39 - Accepts Service of Process and other documents for entities. Individual must be resident of state, domestic corporation with address in the state or foreign corporation authorized to do business in the state.
 AL, CA, CO, FL, GA, HI, IL, IN, KY, ME, LA, MA, MO, NM, NY, NC, ND, NE, NJ, OK, OR, SD, WA, WV
- B In addition to definition above, registered agent also has record keeping role and functions as entity formation agent
 WY
- B Only registered offices, no registered agents
 MN
- B Registers not allowed
 PA
- B Adopted the MORAA
 AR
- B 6 out of 39 - No definition provided
 DE, ID, NV, TX, UT, TN

Detailed State Responses:

State	Answer
AL	The registered agent accepts service of process documents for the entities.
AZ	An agent shall be an individual resident of this state, a domestic corporation, or a foreign corporation authorized to do business in this state.
AR	Adopted MoRAA effective September 1, 2007
CA	California does not define “registered agent.” However, California does require an “agent for service of process”, which is a person (or entity) who may lawfully be served with notice of legal process. An agent for service of process is provided for a Corporation, LLC and LP.
CO	Section 7-90-701 of the Colorado Revised Statutes concerns registered agents in Colorado. This section states: (1) Every domestic entity for which a constituent filed document is on file in the records of the secretary of state and every foreign entity authorized to transact business or conduct activities in this state shall continuously maintain in this state a registered agent that shall be: (a) An individual who is eighteen years of age or older whose primary residence or usual place of business is in this state; (b) A domestic entity having a usual place of business in this state; or (c) A foreign entity authorized to transact business or conduct activities in this state that has a usual place of business in this state. (2) An entity having a usual place of business in this state may serve as its own registered agent. (3) Any document delivered to the secretary of state for filing on behalf of an entity that appoints a person as the registered agent for the entity shall contain a statement that the person has consented to being so appointed.
DE	
FL	Registered Agent: The individual or business entity designated for a corporation, limited liability company, or limited partnership on whom process can be served. The address of the

	registered agent must be a physical Florida street address.
GA	The individual or business entity designated for an entity on whom process can be served. The address of the registered agent must be a physical Georgia street address.
HI	A registered agent may be: (A) An individual who resides in this State and whose business office is identical with the registered office; (B) A domestic entity authorized to transact business or conduct affairs in this State whose business office is identical with the registered office; or (C) A foreign entity authorized to transact business or conduct affairs in this State whose business office is identical with the registered office.
ID	30-402(28) Idaho Code. Registered agent means a commercial registered agent or a non commercial registered agent.
IL	The registered agent must accept service of process against the entity at the registered office. The registered agent must forward to the entity all statutorily mandated mailings.
IN	IC 23-1-24-1 a registered agent, who must be: (A) an individual who resides in Indiana and whose business office is identical with the registered office; (B) a domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or (C) a foreign corporation or not-for-profit foreign corporation authorized to transact business in Indiana whose business office is identical with the registered office.
KS	We don't have a definition in our business entity laws; however, the code of civil procedure provides a general description. See K.S.A. 60-306 at www.kslegislature.org .
KY	The corporation's registered agent shall be the corporation's agent for service of process, notice or demand required or permitted by law to be served on the corporation.
LA	A natural person or a corporation/limited liability company who is authorized to act for any business as for example in the function of accepting service of process.
ME	The Registered Agent is an individual resident of the State of Maine or a domestic or foreign entity authorized to do business in the State of Maine who is the agent for service of process, notice or demand required or permitted by law to be served on the corporation.
MA	A registered agent may be an individual or entity whose business office is also the registered office. It includes the secretary or other officers, domestic business or non-profit corporation, or foreign corporation qualified to do business in the Commonwealth.
MN	Anyone designated by the entity as the registered agent. Registered agents are not required in Minnesota for some entities such as corporations. In those cases, only registered office addresses are required.
MS	A registered agent is a person, individual or corporation for a corporation or individual, corporation or LLC for an LLC
MO	A registered agent, which agent may be either an individual, resident in this state, whose business address is identical with such registered office, or a corporation authorized to transact business in this state having a business office identical with such registered office. 351.370 RSMo.
MT	http://data.opi.mt.gov/bills/mca/35/1/35-1-216.htm
NE	An agent of the company upon whom any process, notice, or demand required or permitted by law to be served may be served.

NV	
NJ	A Registered Agent is a service of Process person in the state. Does not have to be an officer/employee/owner of the entity.
NM	A registered agent, which agent may be either an individual resident in New Mexico whose business office is identical with such registered office, or a domestic corporation, whether for profit or not for profit, or a foreign corporation whether for profit or not for profit, authorized to transact business or conduct affairs in New Mexico, having an office identical with such registered office.
NY	The various statutes have similar language to 305(a) BCL – registered agent for the service of process. In addition to such designation of the secretary of state, ever domestic corporation or authorized foreign corporation may designate a registered agent in this state upon whom process against such corporation may be served. The agent shall be a natural person who is a resident of or has a business address in this state or a domestic corporation or foreign corporation of any type or kind formed, or authorized to do business in this state, under this chapter or under any other statute of this state. 402(a)(8) BCL of the Certificate of Incorporation also states: If the corporation is to have a registered agent, his name and address within this state and a statement that the registered agent is to be the agent of the corporation upon whom process against it may be served.
NC	A Registered agent, must be:1. An individual who resides in this State and whose business office is identical with the registered office;2. A domestic corporation, nonprofit corporation, or limited liability company whose business office is identical with the registered office; or 3. A foreign corporation, foreign nonprofit corporation, or foreign limited liability company authorized to transact business or conduct affairs in this State whose business office is identical with the registered office. The sole duty of the registered agent to the entity is to forward to the entity at its last known address any notice, process, or demand that is served on the registered agent. Process for registering a Registered Agent:1. A Registered Agent name and office is designated in the creation documents (Articles of of Incorporation/Organization, Application for Certificate of Authority, etc..) presented to the Secretary of State’s Office.2. The first annual report due requires the Registered Agent to sign consent of the appointment of Registered Agent.3. The Registered Agent can resign at any time by filing the appropriate document (no fee)4. The Registered Agent name and/or office can be changed by filing the appropriate document (\$5)
ND	A registered agent may be either an individual resident of the state or another corporation or limited liability company that has a business office in the state and which is properly registered to transact business in the state.
OK	A registered agent can be an individual, another corporation, limited partnership or limited liability company, whether domestic or foreign or it can be the entity itself with the exception of foreign entities. A foreign entity can not be its own agent until after it has registered to do business in Oklahoma.
OR	From the Business Corporation Act: A registered agent shall be a resident individual with a business office in this state, or a foreign or domestic entity with a business office in this state.
SC	Person authorized to accept service of process for another person.
SD	A registered agent, who may be: An individual who resides in this state and whose business office is identical with the registered office; A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is

	identical with the registered office; or A domestic limited liability company or domestic limited liability partnership whose business office is identical with the registered office
PA	We do not recognize registered agents in PA.
TN	Registered agent is described as "the person designated as the registered agent" of a domestic or foreign company in its formation or qualification document.
TX	
UT	
WA	A person of legal age with a physical and valid Washington State address. Any business entity registered with our office that is in good standing.
WV	Registered agent means the agent identified by the corporation as: an individual who resides in this state, whose business office is identical with the registered office; or a domestic corporation or domestic nonprofit corporation whose business office is identical with the registered office; or a foreign corporation or foreign nonprofit corporation authorized to transact business in this state whose business office is identical with the registered office.
WY	Defined and described in Article 5 of the WY Bus. Corp. Act, registered agents play the intermediary role between the public/government and entities. The duty of the registered agent (Wyo. Stat. §17-16-507) is to accept service of process, notice, or demand required or permitted by law to be served on the entity. The registered agent shall maintain a physical address in Wyoming and accept service of process. In addition to maintaining a physical address in Wyoming and accept service of process, a registered agent is required to maintain at the registered office the address of record to which all service of process is to be delivered for each corporate entity represented; and maintain at the registered office, the following information which shall be current within sixty days of any change until the corporation's first annual report is accepted for filing with the secretary of state: The names and addresses of the corporation's directors; and names and addresses of the corporation's officers. In Wyoming the role of the registered agent has expanded to include that formerly known as "incorporator" or more generically "entity formation agent." Some are attorneys. Most are not. This has become something of a "cottage industry" where boiler-plate forms containing minimal governance provisions are filed with the SOS (some in bulk e.g. 50-100 at a time) to create "shell" entities controlled by the registered agent. The shell entity is placed on the "shelf" like a commodity and is sold to a person having need of an entity. At the time of sale, the registered agent files the name of the shareholder(s) and officer(s) in the registered agent file and causes the new officer/director information to be recorded on the next annual report filed with the SOS. The registered agent pays \$100 to file the entity, and pays \$50 per year minimum to keep the shell entity in good standing while it is "on the shelf." The registered agent (formation agent) often sells the shell entity for more than \$1,000 and as much as \$7,000 depending on how long the shell has "aged" on the shelf. Shells which have been on the shelf for several years are marketed by formation agents with the purpose of providing entities which must have a "prior operating history." This sort of shelf entity formation is very likely part of the impetus driving Federal interest in requiring ownership/control rosters. This entity formation process is more common to states which have adopted modernized entities laws such as Nevada, Delaware and Wyoming. Unlike conventional entity laws which require more provincial standards, e.g. notarization of articles, par value stock, initial shareholders/boards of directors, cumulative voting, preemptive rights, the Revised Business Corporation Act starts with a minimal filing requirement and the presumption that entities will opt-into standards they desire to have. For certain, Wyoming has been contacted and has closely worked with Federal law enforcement agencies providing information (however limited) regarding these shelf entities being

	utilized in illicit financial transactions.
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6b. Please describe the role and process for a register agent in your state.

Detailed State Responses:

State	Answer
AL	We do not have professional registered agents in our state. We have corporations that provide this service, but there is no legislation requiring entities to use their services.
AZ	A registered agent serves as the entity's contact person for all official entity correspondence.
AR	Please reference the MoRAA Act.
CA	See above.
CO	Section 7-90-704, C.R.S., indicates the registered agent's role is to receive service of any process, notice, or demand required or permitted by law to be served on the entity. Also, the secretary of state may deliver any form, notice (such as the annual report notice), or other document with respect to the entity to the registered agent.
DE	Every business entity must have a registered agent that may be (1) the business entity itself; (2) an individual Delaware resident; or (3) another business entity. Every registered agent must (1) maintain a business office in Delaware which is generally open or, if an individual must be generally present at a designated location in Delaware at sufficiently frequent times to accept service of process; (2) accept and forward service of process and other communications (including any correspondence from the Secretary of State) to the entities for which it serves and (3) retain the name, address and phone number of a contact person for every entity they represent. Any "commercial registered agent" (an agent representing 50 or more entities) shall also meet the following qualifications: (1) Have a business office in Delaware that is open during normal business hours; (2) have a Delaware business license (3) have present during normal business hours an officer, director or managing agent who is a natural person; and (4) provide the Secretary with such information identifying and enabling communication with such commercial registered agent as the Secretary shall require.
FL	The registered agent accepts service on behalf of the business entity they represent.
GA	According to Georgia code 14-2-501: A registered agent may be: (A) A person who resides in this state and whose business is identical with the registered office; (B) A domestic corporation or nonprofit domestic corporation whose business office is identical with the registered office; or (C) A foreign corporation or nonprofit foreign corporation authorized to transact business in this state whose building in this state whose business is identical with the registered office.
HI	
ID	Appointed by entity to accept service of process.
IL	None.
IN	The Registered Agent is the entity's agent for service of process
KS	The resident agent receives service of process at the registered office address.
KY	
LA	To accept service on any company represented by the agent and forward to the company
ME	

MA	A registered agent is the corporation's agent for service of process, notice, or demand permitted or required by law to be served on the corporation.
MN	In Minnesota, the role of the registered agent, if any, is to accept service of process on behalf of the represented party, to send any such services or other notices to the represented party, and to be a location at which certain entity documents may be made available upon request of a person entitled to see those records, usually shareholders or other owners.
MS	The only role of the Registered Agent is to serve as a agent for process or other formal notice.
MO	The registered agent shall be an agent upon whom any process, notice or demand required or permitted by law to be served.
MT	http://data.opi.mt.gov/bills/mca/35/1/35-1-216.htm and; the registered agent receives annual reports mailed each year from this office and the registered agent name and address is provided when service of process is being made upon the entity.
NE	An agent of the company upon whom any process, notice, or demand required or permitted by law to be served may be served.
NV	
NJ	Accept mail and Service of Process on behalf of the entity.
NM	
NY	It is an alternate means to serve the entity.
NC	
ND	The purpose of the registered agent is to receive official notices for the entity, including any process, notice, or demand and conveying it to the entity.
OK	A agent is appointed for acceptance of service or process on the entity.
OR	A registered agent is appointed by the entity who can be served by any "process, notice or demand permitted to be served" on the entity. If an entity does not maintain a registered agent, it is subject to dissolution or cancellation.
SD	A corporation's registered agent is the corporation's agent for service of process, notice, or demand required or permitted by law to be served on the corporation.
PA	
TN	Agent for service of process.
TX	<p>§ 5.201. DESIGNATION AND MAINTENANCE OF REGISTERED AGENT AND REGISTERED OFFICE. (a) Each filing entity and each foreign filing entity shall designate and continuously maintain in this state:</p> <ul style="list-style-type: none"> (1) a registered agent; and (2) a registered office. <p>(b) The registered agent:</p> <ul style="list-style-type: none"> (1) is an agent of the entity on whom may be served any process, notice, or demand required or permitted by law to be served on the entity; (2) may be: <ul style="list-style-type: none"> (A) an individual who is a resident of this state; or (B) a domestic entity or a foreign entity that is registered to do business in this state; and (3) must maintain a business office at the same address as the entity's registered office. <p>(c) The registered office:</p> <ul style="list-style-type: none"> (1) must be located at a street address where process may be personally

	<p>served on the entity's registered agent;</p> <p>(2) is not required to be a place of business of the filing entity or foreign filing entity; and</p> <p>(3) may not be solely a mailbox service or a telephone answering service.</p>
UT	<p>UCA§16-10a-501</p> <p>1) Each corporation must continuously maintain in this state:</p> <p>(a) a registered office; and</p> <p>(b) a registered agent. The registered agent shall be:</p> <p>(i) an individual who resides in this state and whose business office is identical with the registered office;</p> <p>(ii) a domestic corporation or domestic not-for-profit corporation whose business office is identical with the registered office;</p> <p>(iii) a foreign corporation or foreign not-for-profit corporation authorized to transact business in this state whose business office is identical with the registered office; or</p> <p>(iv) a domestic limited liability company or foreign limited liability company authorized to transact business in this state whose business office is identical with the registered office.</p> <p>(2) A corporation may not serve as its own registered agent.</p>
WA	<p>All corporations and limited liability companies doing business in Washington must have a registered agent with a Washington State address. The registered agent may be an individual or any other organization qualified by the Corporations Division of the Office of the Secretary of State to do business in Washington. The registered agent receives license renewals and other notices and forwards them to the organization. The agent also accepts legal papers served on the corporation. A physical address is required by statute. PO Boxes in addition to a physical address are accepted.</p>
WV	<p>Although West Virginia Code does not require a registered agent if an organization has appointed one, their role is to accept legal documents on behalf of the organization.</p>
WY	<p>The registered agent is required under Wyo. Stat. §17-16-507 to accept service of process, notice, or demand and forward it on to the company along with maintenance of a physical address. The registered agent must also maintain officer and director information for a corporation until the first annual report is filed with the SOS. The registered agent maintains officer and director information since they also must maintain information in order to forward service to the corporation. It is presumed the registered agent provides similar duties for LLCs; however, the LLC law does not spell out the requirements like the Corporate Act. In a number of cases, the registered agent may choose to perform other entrepreneurial functions for its customers such as receiving mail, mail forwarding, phone reception and call forwarding, providing conference facilities or secretarial assistance. These are typically the same persons which provide formation agent services.</p>

7. Does your state define, “company formation agent”. If so, please provide the definition in your state. If your state does have a company formation agent, please describe the role and process for a company formation agent in your state.

Summary:

No Definition for Company Formation Agent 35 out of 39	Other: Incorporator 4 out of 39
AL, AZ, CA, CO, DE, FL, GA, HI, ID, IL, KS, KY LA, ME, MA, MN, MS, MO, MT, NE, NV, NJ, NM, NY, NC, ND, SC, SD, PA, TN, TX, UT, WV, WY	AR, IN, OR, WA

Detailed State Responses:

State	Answer
AL	No
AZ	No
AR	No. Arkansas does refer to “incorporators” but the term is undefined – although they have some duties if directors have not been named.
CA	No
CO	Colorado does not define the term “company formation agent” or of any term that is substantially similar.
DE	Delaware has no formal definition for a “company formation agent”.
FL	No
GA	No.
HI	No
ID	No
IL	Not defined in statute.
IN	IC 23-1-21-1 Incorporators Sec. 1. One (1) or more persons may act as the incorporator or incorporators of a corporation by signing and causing to be delivered articles of incorporation to the secretary of state for filing.
KS	We don’t have a company formation agent in our state.
KY	No.
LA	Must be registered with this office and list the name and address of the individuals to accept service.
ME	No
MA	No
MN	Minnesota does not have a legal status of “company formation agent”
MS	No
MO	No
MT	N/A
NE	N/A
NV	
NJ	No

NM	N/A
NY	No.
NC	No
ND	North Dakota's statutes do not define a "company formation agent".
OK	
OR	Oregon does not have a "company formation agent," however we have a role called "incorporator." The incorporator is one or more individuals 18 or older, or a business entity, that delivers articles of incorporation for filing. The incorporator signs to execute the document. There is no obligation beyond that. There is a similar roles for limited liability companies called "organizer.
SC	No
SD	N/A
PA	PA does not define a "company formation agent"
TN	No
TX	No definition in Texas for "company formation agent" nor is there any special designation, treatment or procedures that relate to the filing of documents by a "company formation agent." Documents submitted by attorneys, service companies and individuals on their own behalf are all afforded the same privileges and subject to the same filing procedures.
UT	No
WA	Incorporator: One or more persons may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the secretary of state for filing. Executer (LLC): Each original certificate of formation must be signed by the person or persons forming the limited liability company
WV	No
WY	Wyoming does not define or have statutes/rules pertaining to company formation agents. The role of company formation agents and process which WY recognizes as "registered agents" is discussed in Item #6 above.

8. In your state, what is your role for filing

Summary:

Ministerial 31 out of 39	Regulatory 2 out of 39	Mix 2 out of 39	Other 5 out of 39
AZ, AR, CA, CO, FL, GA, HI, ID, IL, IN, KS, KY, ME, MN, MS, MO, MT, NE, NV, NJ, NY, NC, OK, OR, SC, SD, TN, UT, WA, WV, WY	LA, MA	DE, ND	AL, NV, NM, PA, TX

Detailed State Responses:

State	In your state, what is your role for filing?
AL	Records Maintenance Only.
AZ	Ministerial.
AR	Ministerial
CA	Ministerial.
CO	Ministerial.
DE	Other: Mix. Our office is charged with reviewing documents for full compliance with statutory requirements, rejecting documents that fail to comply, and enforcing various rules as they apply to filings and filers.
FL	Ministerial
GA	Ministerial
HI	Ministerial.
ID	Ministerial
IL	Ministerial.
IN	Ministerial.
KS	Ministerial.
KY	Ministerial.
LA	Regulatory
ME	Ministerial.
MA	Regulatory
MN	Ministerial.
MS	Ministerial.
MO	Ministerial.
MT	Ministerial.
NE	Ministerial
NV	Legislation pending giving the Secretary of State regulatory authority to correct fraudulent filings in the office, administer the collection of beneficial ownership information, and oversee certain RA practices.
NJ	Ministerial.
NM	N/a - NMPRC- Administrative
NY	Ministerial with review for statutory compliance and determination of availability of name.
NC	Ministerial

ND	Ministerial, Regulatory
OK	Ministerial.
OR	Ministerial.
SC	Ministerial
SD	Ministerial.
PA	Other: Records Repository
TN	Ministerial
TX	Other: SOS views role as primarily ministerial but documents are reviewed for statutory compliance and determinations are made on the availability of a name.
UT	Ministerial.
WA	Ministerial.
WV	Ministerial.
WY	Ministerial

9. Federal law enforcement agencies (Department of Justice, US Attorneys, OFAC, FinCEN) have reported to Congress that they cannot get ownership information from states that they are trying to secure for investigations. Has your state been contacted by federal law enforcement regarding these issues?

Summary:

Yes 10 out of 39	No
AR, DE, ID, MT, NE, NJ, OR, SD, WA, WY	AL, AZ, CO, FL, GA, HI, IL, IN, KS, KY, LA, ME, MA, MN, MS, MO, NV, NM, NC, ND, OK, SC, PA, TX, TN, UT, WV

Detailed State Responses:

State	Answer
AL	No.
AZ	No.
AR	Yes.
CA	Unknown.
CO	No.
DE	Yes.
FL	No.
GA	No.
HI	No.
ID	Yes.
IL	No.
IN	No.
KS	No.
KY	No.
LA	No.
ME	No.
MA	No.
MN	No.
MS	No.
MO	No.
MT	Yes.
NE	Yes.
NV	No
NJ	Yes.
NM	No.
NY	Unknown
NC	No.
ND	No.

OK	No.
OR	Yes.
SC	No.
SD	Yes.
PA	No.
TN	No.
TX	No.
UT	No.
WA	Yes.
WV	No.
WY	Yes.

β If yes, was law enforcement able to secure the necessary information?

State	Answer
AR	Yes.
DE	Yes, The FBI and IRS have contacted the State to request information on business entities formed in our State. Public records have been provided and non-public records have been provided with a subpoena.
ID	No.
MT	Yes.
NE	Unknown
NJ	No.
OR	No.
SD	No.
WA	Yes, within the limits of information we have available.
WY	<p>No, not always. The Wyoming Secretary of State’s Office has a longstanding record of providing assistance to federal and state law enforcement agencies requesting information about entities filed with this office. Law enforcement has received whatever information is legally required to form a corporation in Wyoming (however minimal). To the extent the entity has filed its annual reports, that information is also provided. Entities involved in fraud or illicit activity rarely bother with filing annual reports. Having considerable experience in criminal enforcement of state securities laws and working with federal authorities on securities cases, it is apparent that law enforcement would like considerably more detailed information, particularly about privately held entities, than the entities formation laws were ever designed to provide. They also want the information quickly, often in advance of formally opening a case or issuing formal requests compelling evidence.</p> <p>Law enforcement, particularly federal law enforcement has tools (federal grand jury subpoenas) which trump any administrative or civil provision of any Secretary of State law compelling ownership information. If federal law enforcement is unable to obtain such ownership information directly from the subject of the investigation using a grand jury subpoena, there is little hope that the SOS will be more successful in obtaining information with an administrative order which cannot be enforced outside the state.</p> <p>In our estimation, the Federal proposal for ownership lists would need to exist prior to formation of the entity and be resident in the state of domicile. Such a list is static and entity</p>

<p>ownership is dynamic. The list to be checked against the federal watch list is sure to be clean, but the first hour after legal formation, what is to stop an entity from being sold or more shareholders being added to the shareholder list? Further, what is to keep an entity from lying and providing a fabricated list of names? Are states then under an obligation to verify the names are accurate?</p>

10.Many suggestions have been made to Congress, U.S. Treasury Divisions of FinCEN and OFAC and others about ways to address concerns regarding ownership information, access to that information and checking of information against federal lists. Has your office made suggestions to improve this process to any of the above mentioned federal agencies or federal law enforcement?

Summary: 8 out of 39

Yes
DE, FL, MA, NV, NJ, NC, OR, WY

Detailed State Responses:

State	Answer
AL	No.
AZ	No.
AR	No.
CA	No.
CO	No.
DE	Yes.
FL	Yes.
GA	No.
HI	No.
ID	No.
IL	No.
IN	No.
KS	No.
KY	No.
LA	No.
ME	No.
MA	Yes.
MN	No.
MS	No.
MO	No.
MT	No.
NE	No.
NV	Yes.
NJ	Yes.
NM	No.
NY	No.
NC	Yes.
ND	No.
OK	No.
OR	Yes.
SC	No.
SD	No.
PA	No.

TN	No.
TX	No.
UT	No.
WA	
WV	No.
WY	Yes.

§ If yes, what was the suggestion(s) and to whom was it made?

State	If yes, what was the suggestion and to whom was it made?
DE	The State of Delaware has made several suggestions to Congressional and law enforcement officials. Meetings have included a November 2000 meeting with Senate Subcommittee staff, a December 2001 meeting with Treasury, Justice and SEC officials, and Senate testimony in November 2006. Delaware has repeatedly suggested that federal officials, through the IRS, are already empowered to demand beneficial ownership information as part of the federal tax identification number issuance process. If federal officials mandate such a requirement, the State would willingly mandate that no business entity could be formed in the State without a federal taxpayer ID number. We have also strongly suggested that the various OFAC, FinCEN and other lists of bad guys be merged into a single, easy-to-use list that could be used by federal and state officials as well as financial intermediaries including formation and registered agents.
FL	The state of Florida recommended to the GAO that there be no change in the current filing and recording process.
MA	See written testimony.
NV	Through the NASS Task Force. It is necessary to have the OFAC list in a useable, updated format. We suggested to the Department of Treasury in meetings in October 2005 that this information should be available through the Internal Revenue Service who should have the information regarding beneficial ownership. The Senate Subcommittee was given testimony that much of this information was available, by subpoena, through the state business licenses filed in our Department of Taxation.
NC	It is my understanding that Secretary Marshall made the suggestion at a meeting to someone from the U.S. Treasury, that the IRS should have the information and why not ask the IRS to collect or provide the ownership information.
OR	We suggested requiring that all “off-shore” domestic entities file an annual tax statement, regardless of whether they have taxable income in the United States. This could create a paper trail and subject the “off-shore” businesses to State and Federal tax authorities, which they are currently able to avoid. We have not had other specific proposals, but cautioned that information gathered by our office was unlikely to be helpful unless the whole nature of the office was changed. Even then, it is expected that organized criminal elements would not be above falsifying information provided in a business filing.
WY	The SOS has designated his Securities Division as a central point of contact for any law enforcement or government agency making requests regarding entities domiciled in WY. The SOS has extended this offer at no charge to federal law enforcement agencies (FBI, Postal Inspectors, ICE, IRS, SEC) and to the US Attorney. Law enforcement’s expectation is met with same-day phone/email information with certified copies by the end of the week. This is not a fix, but has infused goodwill into the situation. Copious amounts of entity information are posted to the SOS Business Division website in real time 24/7. An explanation of WY law is provided to any agency making a request and the SOS Securities

<p>Division assists law enforcement efforts to secure ownership information through registered agents or using whatever means this office has in identifying a subject entity or its location. Still we are unable to fulfill all requested information since violators purposely make it difficult if not impossible to track ownership. Unfortunately, after expending lots of money and political capital, should the federal proposal be enacted, it is unlikely law enforcement will receive any more usable information than exists today. From experience on the law enforcement side of this issue, some states are difficult or impossible to reach a live person for assistance. Many charge fees for even the most basic information which must be paid before any information is released and there is no guarantee the information is what is being sought. Often no provisions are in place differentiating law enforcement requests from the requests from the general public. These are all areas states can address short of federal legislation.</p>
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11. Is your state in the process of considering legislation, rules/regs changes to the company formation process, registered agents/company formation agents?

Summary: 11 out of 39

Yes
AL, AR, CA, DE, MA, MT, NV, NC, ND, OR, EY

Detailed State Responses:

State	Answer
AL	Yes.
AZ	No.
AR	Yes.
CA	Yes.
CO	No.
DE	Yes.
FL	No.
GA	No.
HI	No.
ID	No.
IL	No.
IN	No.
KS	No.
KY	No.
LA	No.
ME	No.
MA	Yes.
MN	No.
MS	No.
MO	No.
MT	Yes.
NE	No.
NV	Yes.
NJ	No.
NM	No.
NY	No.
NC	Yes.
ND	Yes.
OK	No.
OR	Yes.
SC	No.
SD	No.
PA	No.
TN	No.
TX	No.
UT	No.

WA	No.
WV	No.
WY	Yes

β If yes, can you please provide a link to documentation

State	If yes, can you please provide a link to documentation?
AR	http://www.arkleg.state.ar.us/ftproot/acts/2007/public/act638.pdf - adoped MoRAA effective Sept. 1, 2007
CA	We are in the process of proposing legislation to require the statement of information include a mailing address and that the agent for service of process be required to use a street address. There is no link at this time.
DE	Delaware recently completely amended its registered agent statute (see http://delcode.delaware.gov/title8/c001/sc03/index.shtml#TopOfPage) .
MA	http://www.mass.gov/legis/bills/house/185/ht00pdf/ht00184.pdf
MT	http://data.opi.mt.gov/bills/2007/billhtml/HB0158.htm
NC	http://www.ncleg.net/Sessions/2007/Bills/Senate/HTML/S1019v1.html
NV	Legislation pending. Will provide if and when it comes from drafting and ultimately acted upon.
ND	HB 1241 and SB 2153 were recently passed and can be accessed from the Secretary of State's website at http://www.nd.gov/sos/lobbylegislate/legislative/index.html
OR	http://www.leg.state.or.us/07reg/measpdf/hb3100.dir/hb3182.intro.pdf
WY	<p>Please see http://legisweb.state.wy.us/2007/Interim/2007studies.htm</p> <p>Short-term the Legislature will consider the anonymity and fraud issue and see if there is a balance to provide information to law enforcement without making entity formation cost/information prohibitive.</p> <p>In the longer term, the Legislature and the Secretary of State would like to consider entity formation statutes and make uniform various laws and provisions. New Model Acts or portions of those may be considered for introduction in a subsequent legislative session.</p>

12. What are the penalties in your state for failure to follow statutes in your corporation or other entity act(s)?

Summary:

Administrative 13 out of 39	Civil 3 out of 39	Criminal 3 out of 39	Combination 18 out of 39	Other 1 out of 39
AZ, AR, ID, KY, MA, NJ, NC, SC, PA, TN, TX, UT	AL, LA, MN	FL, HI, MO	CA, CO, DE, GA, IL, IN, KS, ME, MS, MT, NE, NV, ND, OR, SD, WA, WV, WY	NM

State	Answer
AL	That would be up to the judicial system but Code of Alabama Title 10-2b -1.29 states penalty for signing a false document is a Class C Misdemeanor under the Alabama Criminal Code
AZ	Administrative.
AR	Administrative.
CA	Civil, Criminal, and Administrative.
CO	Civil and Criminal.
DE	Civil, Criminal, and Administrative
FL	Criminal.
GA	Civil, Criminal, and Administrative
HI	Criminal.
ID	Administrative.
IL	Civil and Administrative.
IN	Civil, Criminal and Administrative
KS	Civil and Administrative.
KY	Administrative.
LA	Civil.
ME	Civil and Administrative.
MA	Administrative.
MN	Civil.
MS	Civil and administrative.
MO	Criminal
MT	Civil and Administrative.
NE	Civil and Administrative.
NV	Civil and Criminal ((It is a category C felony to offer fraudulent documents for filing with SOS.)
NJ	Administrative.
NM	N/A
NY	Administrative.
NC	Administrative.

ND	Civil and Criminal
OK	
OR	Civil, Criminal, and Administrative.
SC	Administrative.
SD	Civil and Administrative.
PA	Administrative.
TN	Administrative.
TX	Administrative: Filing statutes do not have penalties other than that the filing officer may refuse to file document that does not comply with applicable statutory requirements. Foreign entities that fail to timely file an application for registration to transact business in Texas are subject to late filing fees and may be enjoined from transacting business if no application is filed.
UT	Administrative.
WA	Civil, Criminal, and Administrative.
WV	Criminal and Administrative.
WY	Civil, Criminal, and Administrative.