



# State of Tennessee

## PUBLIC CHAPTER NO. 783

HOUSE BILL NO. 1733

By Representative Goins

Substituted for: Senate Bill No. 1829

By Senator Johnson

AN ACT to amend Tennessee Code Annotated, Title 48 and Title 61, relative to business organizations.

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

SECTION 1. Tennessee Code Annotated, Section 48-12-102(a)(3), is amended by deleting the language "or" and substituting the language "and".

SECTION 2. Tennessee Code Annotated, Section 48-12-102(a)(5), is amended by deleting the language "or" and substituting the language "and".

SECTION 3. Tennessee Code Annotated, Section 48-15-102(a)(2), is amended by deleting the language "or" and substituting the language "and".

SECTION 4. Tennessee Code Annotated, Section 48-25-103(a)(4), is amended by deleting the language "or" and substituting the language "and".

SECTION 5. Tennessee Code Annotated, Section 48-25-103(a)(5), is amended by deleting the language "or" and substituting the language "and".

SECTION 6. Tennessee Code Annotated, Section 48-25-108(a)(2), is amended by deleting the language "or" and substituting the language "and".

SECTION 7. Tennessee Code Annotated, Section 48-26-203(a)(2), is amended by deleting the language "or" and substituting the language "and".

SECTION 8. Tennessee Code Annotated, Section 48-26-203(a)(3), is amended by deleting the language "or" and substituting the language "and".

SECTION 9. Tennessee Code Annotated, Section 48-202-102(d), is amended by deleting the subsection in its entirety and by substituting instead the following:

(d) Notice to LLC. Written notice to a domestic or foreign LLC (authorized to transact business in this state) may be addressed to its registered agent at its registered office or to the LLC or its secretary at its principal office (or to a designated mailing address such as a post office box if the United States postal service does not deliver to the principal office) shown in its most recent annual report or, in the case of a foreign LLC that has not yet delivered an annual report, in its application for a certificate of authority.

SECTION 10. Tennessee Code Annotated, Section 48-208-105(a), is amended by deleting the following language:

at its registered office or principal office shown in the records on file in the secretary of state's office

and by substituting instead the following language:

at its registered office or principal office (or designated alternative mailing address) as shown in the records on file in the secretary of state's office

**HB 1733**

SECTION 11. Tennessee Code Annotated, Section 48-228-203(a)(3), is amended by deleting the subdivision in its entirety and by substituting instead the following:

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

SECTION 12. Tennessee Code Annotated, Section 48-249-103(c), is amended by deleting the subsection in its entirety and by substituting instead the following:

(c) Notice to LLC. Written notice to a domestic LLC, or a foreign LLC authorized to transact business in this state, may be addressed to its registered agent at its registered office or to the domestic or foreign LLC or its secretary, if any, at its principal executive office (or to a designated mailing address such as a post office box if the United States postal service does not deliver to the principal executive office).

SECTION 13. Tennessee Code Annotated, Section 48-249-113(a), is amended by deleting the following language:

at its registered office or principal executive office, as shown in the records on file in the secretary of state's office

and by substituting instead the following language:

at its registered office or principal office (or designated alternative mailing address) as shown in the records on file in the secretary of state's office

SECTION 14. Tennessee Code Annotated, Section 48-249-202(a)(3), is amended by deleting the subdivision in its entirety and by substituting instead the following:

(3) The street address and zip code of the principal executive office of the LLC (and a mailing address such as a post office box if the United States postal service does not deliver to the principal executive office), and the county in which the office is located;

SECTION 15. Tennessee Code Annotated, Section 48-249-904(a)(4), is amended by deleting the subdivision in its entirety and by substituting instead the following:

(4) The street address, including the zip code, of the principal executive office of the foreign LLC (and a mailing address such as a post office box if the United States postal service does not deliver to the principal executive office);

SECTION 16. Tennessee Code Annotated, Section 48-249-1017(a)(3), is amended by deleting the subdivision in its entirety and by substituting instead the following:

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

SECTION 17. Tennessee Code Annotated, Section 61-1-303(a)(1)(B), is amended by deleting the subdivision in its entirety and substituting instead the following:

(B) The street address of its chief executive office (and a mailing address such as a post office box if the United States postal service does not deliver to the chief executive office) and of one (1) office in this state, if there is one; and

SECTION 18. Tennessee Code Annotated, Section 61-1-907(b)(3), is amended by deleting the subdivision in its entirety and substituting instead the following:

(3) The street address of the surviving entity's chief executive office (and a mailing address such as a post office box if the United States postal service does not deliver to the chief executive office) and of an office in this state, if any; and

SECTION 19. Tennessee Code Annotated, Section 61-1-1001(a), is amended by deleting the subsection in its entirety and substituting instead the following:

**HB 1733**

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

SECTION 20. Tennessee Code Annotated, Section 61-1-1004(d)(3), is amended by deleting the subdivision in its entirety and substituting instead the following:

(3) The address of its principal office (and a mailing address such as a post office box if the United States postal service does not deliver to the principal office);

SECTION 21. Tennessee Code Annotated, Section 61-2-106(a), is amended by deleting the following language:

at its registered office or principal office as shown in the records on file in his office

and by substituting instead the following language:

at its registered office or principal office (or designated alternative mailing address) as shown in the records on file in his office

SECTION 22. Tennessee Code Annotated, Section 61-2-201(a)(3), is amended by deleting the subdivision in its entirety and by substituting instead the following:

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

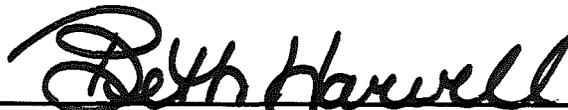
SECTION 23. Tennessee Code Annotated, Section 61-2-902(a)(1)(E), is amended by deleting the subdivision in its entirety and by substituting instead the following:

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

SECTION 24. This act shall take effect July 1, 2014, the public welfare requiring it.

HOUSE BILL NO. 1733

PASSED: February 24, 2014

  
\_\_\_\_\_  
BETH HARWELL, SPEAKER  
HOUSE OF REPRESENTATIVES

  
\_\_\_\_\_  
RON RAMSEY  
SPEAKER OF THE SENATE

APPROVED this <sup>24th</sup>~~28th~~ day of April 2014

  
\_\_\_\_\_  
BILL HASLAM, GOVERNOR