

Stricken language would be deleted from and underlined language would be added to the law as it existed prior to this session of the General Assembly.  
Act 814 of the Regular Session

1 State of Arkansas  
2 87th General Assembly  
3 Regular Session, 2009  
4  
5 By: Senator D. Johnson  
6  
7

# A Bill

SENATE BILL 972

## For An Act To Be Entitled

9 AN ACT TO MAKE TECHNICAL CORRECTIONS TO CERTAIN  
10 BUSINESS ENTITY STATUTES AND THE MODEL REGISTERED  
11 AGENTS ACT, § 4-20-101 ET SEQ., CONCERNING THE  
12 ESTABLISHMENT OF DESIGNATED OFFICES AND SERVICE  
13 UPON A FOREIGN ENTITY; AND FOR OTHER PURPOSES.  
14

## Subtitle

15 TO MAKE TECHNICAL CORRECTIONS TO CERTAIN  
16 BUSINESS ENTITY STATUTES AND THE MODEL  
17 REGISTERED AGENTS ACT CONCERNING THE  
18 ESTABLISHMENT OF DESIGNATED OFFICES AND  
19 SERVICE UPON A FOREIGN ENTITY.  
20  
21  
22

23 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF ARKANSAS:  
24

25 SECTION 1. Arkansas Code § 4-20-113(b), concerning service upon an  
26 entity rather than the registered agent for the entity, is amended to read as  
27 follows:

28 (b) If an entity fails to appoint an agent under this subchapter or if  
29 an entity that previously filed a registered agent filing with the Secretary  
30 of State no longer has a registered agent, or if its registered agent cannot  
31 with reasonable diligence be served, the entity may be served by registered  
32 or certified mail, return receipt requested, addressed to one or more of the  
33 governors of the entity by name at its principal office in accordance with  
34 any applicable judicial rules and procedures. The names of the governors and  
35 the address of the principal office shall be as shown in the most recent



1 annual report filed with the Secretary of State. If the entity is not  
 2 required to file an annual report with the Secretary of State, the names of  
 3 the governors and the address of the principal office shall be as shown in  
 4 the entity's public organic document. Service is perfected under this  
 5 subsection at the earliest of:

- 6 (1) the date the entity receives the mail;
- 7 (2) the date shown on the return receipt, if signed on behalf of  
 8 the entity; or
- 9 (3) five days after its deposit with the United States Postal  
 10 Service, if correctly addressed and with sufficient postage.

11  
 12 SECTION 2. Arkansas Code § 4-28-308(c)(3), concerning service upon a  
 13 foreign corporation after a merger, is amended to read as follows:

14 (3) If the surviving or new corporation, as the case may be, is  
 15 a foreign corporation, it shall comply with the provisions of the Arkansas  
 16 Nonprofit Corporation Act, § 4-28-201 et seq., with respect to foreign  
 17 corporations if it is to transact business in this state, and in every case  
 18 it shall file with the Secretary of State of this state+

19 ~~(A) An agreement that it may be served with process in~~  
 20 ~~this state in any proceeding for the enforcement of any obligation of any~~  
 21 ~~domestic corporation which was a party to the merger or consolidation;~~

22 ~~(B) An irrevocable appointment of the Secretary of State~~  
 23 ~~of this state as its agent to accept service of process in any such~~  
 24 proceeding a statement confirming that the foreign corporation has filed a  
 25 statement appointing an agent for service of process under § 4-20-112 and may  
 26 be served with process under § 4-20-113 if the foreign corporation fails to  
 27 appoint or maintain a registered agent for service of process; and

28  
 29 SECTION 3. Arkansas Code § 4-31-204 is amended to read as follows:  
 30 4-31-204. Actions – Service of process – Venue.

31 (a)(1) Any bank, trust company, foreign mutual savings bank, pension  
 32 fund, foreign mutual savings fund society, mutual banking association,  
 33 foreign insurance company, or any other type of organization defined in this  
 34 subchapter and investing funds in Arkansas may sue or be sued within this  
 35 state in relation to such mortgages or deeds of trust on real properties,  
 36 securities, or debts, and service of process may be performed by service upon

1 any custodian or agent appointed within the state.

2 (2) If no custodian or agent has been appointed, the Secretary  
 3 ~~of State shall be and is appointed and shall remain as the duly authorized~~  
 4 ~~agent of the organization upon whom the service of process may be had~~ bank,  
 5 trust company, foreign mutual savings bank, pension fund, foreign mutual  
 6 savings fund society, mutual banking association, foreign insurance company,  
 7 or other type of organization may be served with process under § 4-20-113.

8 (b) ~~The Secretary of State, upon the receipt of process by him or her~~  
 9 ~~on the organization, shall forthwith forward notice of the receipt by~~  
 10 ~~registered mail, with return receipt requested, to the post office of the~~  
 11 ~~nonresident corporation, mutual savings bank, or association and shall make a~~  
 12 ~~notation of that fact upon his or her process record to that effect.~~

13 (c) ~~In cases where the organization is sued, the~~ The venue of the an  
 14 action under subsection (a) of this section shall be is:

15 (1) ~~in~~ In the county of the residence of the plaintiffs, or any  
 16 ~~of them, a~~ plaintiff; or

17 (2) ~~except where land is involved, in which case venue shall be~~  
 18 ~~in~~ If a subject of the action is land, the county in which the any part of  
 19 the land, or any part of it, is located.

20  
 21 SECTION 4. Arkansas Code § 4-31-405(b)(2)(G), concerning service of  
 22 process upon the surviving or resulting entity after a merger or  
 23 consolidation involving a foreign business trust, is amended to read as  
 24 follows:

25 (G)~~(i)~~ If the surviving or resulting entity is not a  
 26 business trust or other business entity formed or organized or existing under  
 27 the laws of the State of Arkansas, that the surviving or resulting ~~other~~  
 28 ~~business entity agrees that it may be served with process in the state in any~~  
 29 ~~action, suit, or proceeding for the enforcement of any business trust which~~  
 30 ~~is to merge or consolidate, irrevocably appointing the Secretary of State as~~  
 31 ~~its agent to accept service of process in any action, suit, or proceeding and~~  
 32 ~~specifying the address to which a copy of the process shall be mailed to it~~  
 33 ~~by the Secretary of State.~~

34 (ii)(a) ~~In the event of service under subdivision~~  
 35 ~~(b)(2)(G)(i) of this section upon the Secretary of State, the plaintiff in~~  
 36 ~~any such action, suit, or proceeding shall furnish the Secretary of State~~

1 with the address specified in the certificate of merger or consolidation  
 2 provided for in this section and any other address which the plaintiff may  
 3 elect to furnish, together with copies of such process as required by the  
 4 Secretary of State, and the Secretary of State shall notify the surviving or  
 5 resulting other business entity thereof at all addresses furnished by the  
 6 plaintiff by letter.

7 (b) ~~The letter shall enclose a copy of the~~  
 8 ~~process and any other papers served upon the Secretary of State.~~

9 (c) ~~It shall be the duty of the plaintiff in~~  
 10 ~~the event of service to serve process and any other papers in duplicate, to~~  
 11 ~~notify the Secretary of State that service is being made pursuant to~~  
 12 ~~subdivision (b)(2)(G)(i) of this section, and to pay the Secretary of State~~  
 13 ~~the sum of twenty five dollars (\$25.00) for use of the state, which sum shall~~  
 14 ~~be taxed as part of the costs in the proceeding, if the plaintiff shall~~  
 15 ~~prevail therein~~ has filed a statement appointing an agent for service of  
 16 process under § 4-20-112 and may be served with process under § 4-20-113 if  
 17 the surviving or resulting entity fails to appoint or maintain a registered  
 18 agent for service of process.

19  
 20 SECTION 5. Arkansas Code § 4-32-1002(4), concerning the application  
 21 for registration of a foreign limited liability company, is amended to read  
 22 as follows:

23 (4) ~~A statement that the Secretary of State is appointed the~~  
 24 ~~agent of the foreign limited liability company for service of process~~  
 25 confirming that the foreign limited liability company has filed a statement  
 26 appointing an agent for service of process under § 4-20-112 and may be served  
 27 with process under § 4-20-113 if the foreign limited liability company fails  
 28 to appoint or maintain a registered agent ~~in satisfaction of the requirements~~  
 29 ~~of § 4-20-105(a)~~ for service of process;

30  
 31 SECTION 6. Arkansas Code § 4-32-1007(c), concerning service upon a  
 32 foreign limited liability company, is amended to read as follows:

33 (c) A foreign limited liability company, ~~by transacting business in~~  
 34 ~~this state without registration,~~ appoints the Secretary of State as its agent  
 35 for service of process with respect to a cause of action arising out of the  
 36 transaction of business in this state may be served with process under § 4-

1 20-113 if the foreign limited liability company:

2 (A) Fails to appoint an agent for service of process under  
3 § 4-20-112;

4 (B) No longer has an agent for service of process; or

5 (C) Has an agent for service of process that can not with  
6 reasonable diligence be served.

7  
8 SECTION 7. Arkansas Code § 4-47-102 is amended to read as follows:

9 4-47-102. Definitions.

10 In this chapter:

11 (1) "Certificate of limited partnership" means the certificate  
12 required by § 4-47-201. The term includes the certificate as amended or  
13 restated.

14 (2) "Contribution", except in the phrase "right of  
15 contribution," means any benefit provided by a person to a limited  
16 partnership in order to become a partner or in the person's capacity as a  
17 partner.

18 (3) "Debtor in bankruptcy" means a person that is the subject  
19 of:

20 (A) an order for relief under Title 11 of the United  
21 States Code or a comparable order under a successor statute of general  
22 application; or

23 (B) a comparable order under federal, state, or foreign  
24 law governing insolvency.

25 (4) "Designated office" means:

26 (A) with respect to a limited partnership, the office that  
27 the limited partnership is required to designate and maintain under § 4-47-  
28 114; and

29 (B) with respect to a foreign limited partnership, its  
30 principal office.

31 ~~(4)~~(5) "Distribution" means a transfer of money or other  
32 property from a limited partnership to a partner in the partner's capacity as  
33 a partner or to a transferee on account of a transferable interest owned by  
34 the transferee.

35 ~~(5)~~(6) "Foreign limited liability limited partnership" means a  
36 foreign limited partnership whose general partners have limited liability for

1 the obligations of the foreign limited partnership under a provision similar  
2 to § 4-47-404(c).

3 ~~(6)~~(7) “Foreign limited partnership” means a partnership formed  
4 under the laws of a jurisdiction other than this State and required by those  
5 laws to have one or more general partners and one or more limited partners.  
6 The term includes a foreign limited liability limited partnership.

7 ~~(7)~~(8) “General partner” means:

8 (A) with respect to a limited partnership, a person that:  
9 (i) becomes a general partner under § 4-47-401; or  
10 (ii) was a general partner in a limited partnership  
11 when the limited partnership became subject to this chapter under § 4-47-  
12 1206(a) or (b); and

13 (B) with respect to a foreign limited partnership, a  
14 person that has rights, powers, and obligations similar to those of a general  
15 partner in a limited partnership.

16 ~~(8)~~(9) “Limited liability limited partnership”, except in the  
17 phrase “foreign limited liability limited partnership”, means a limited  
18 partnership whose certificate of limited partnership states that the limited  
19 partnership is a limited liability limited partnership.

20 ~~(9)~~(10) “Limited partner” means:

21 (A) with respect to a limited partnership, a person that:  
22 (i) becomes a limited partner under § 4-47-301; or  
23 (ii) was a limited partner in a limited partnership  
24 when the limited partnership became subject to this chapter under § 4-47-  
25 1206(a) or (b); and

26 (B) with respect to a foreign limited partnership, a  
27 person that has rights, powers, and obligations similar to those of a limited  
28 partner in a limited partnership.

29 ~~(10)~~(11) “Limited partnership”, except in the phrases “foreign  
30 limited partnership” and “foreign limited liability limited partnership”,  
31 means an entity, having one or more general partners and one or more limited  
32 partners, which is formed under this chapter by two or more persons or  
33 becomes subject to this chapter under subchapter 11 or § 4-47-1206(a) or (b).  
34 The term includes a limited liability limited partnership.

35 ~~(11)~~(12) “Partner” means a limited partner or general partner.

36 ~~(12)~~(13) “Partnership agreement” means the partners’ agreement,

1 whether oral, implied, in a record, or in any combination, concerning the  
2 limited partnership. The term includes the agreement as amended.

3 ~~(13)~~(14) "Person" means an individual, corporation, business  
4 trust, estate, trust, partnership, limited liability company, association,  
5 joint venture, government; governmental subdivision, agency, or  
6 instrumentality; public corporation, or any other legal or commercial entity.

7 ~~(14)~~(15) "Person dissociated as a general partner" means a  
8 person dissociated as a general partner of a limited partnership.

9 ~~(15)~~(16) "Principal office" means the office where the principal  
10 executive office of a limited partnership or foreign limited partnership is  
11 located, whether or not the office is located in this State.

12 ~~(16)~~(17) "Record" means information that is inscribed on a  
13 tangible medium or that is stored in an electronic or other medium and is  
14 retrievable in perceivable form.

15 ~~(17)~~(18) "Required information" means the information that a  
16 limited partnership is required to maintain under § 4-47-111.

17 ~~(18)~~(19) "Sign" means:

18 (A) to execute or adopt a tangible symbol with the present  
19 intent to authenticate a record; or

20 (B) to attach or logically associate an electronic symbol,  
21 sound, or process to or with a record with the present intent to authenticate  
22 the record.

23 ~~(19)~~(20) "State" means a State of the United States, the  
24 District of Columbia, Puerto Rico, the United States Virgin Islands, or any  
25 territory or insular possession subject to the jurisdiction of the United  
26 States.

27 ~~(20)~~(21) "Transfer" includes an assignment, conveyance, deed,  
28 bill of sale, lease, mortgage, security interest, encumbrance, gift, and  
29 transfer by operation of law.

30 ~~(21)~~(22) "Transferable interest" means a partner's right to  
31 receive distributions.

32 ~~(22)~~(23) "Transferee" means a person to which all or part of a  
33 transferable interest has been transferred, whether or not the transferor is  
34 a partner.

35  
36 SECTION 8. Arkansas Code Title 4, Chapter 47, Subchapter 1 is amended

1 to add additional sections to read as follows:

2 4-47-114. Office and agent for service of process.

3 (a) A limited partnership shall designate and continuously maintain in  
4 this State:

5 (1) an office, which need not be a place of its activity in this  
6 State; and

7 (2) an agent for service of process.

8 (b) A foreign limited partnership shall designate and continuously  
9 maintain in this State an agent for service of process.

10 (c) The Model Registered Agents Act, § 4-20-101 et seq.:

11 (1) Governs the appointment, authority, powers, duties,  
12 termination of appointment, and all other provisions concerning an agent for  
13 service of process of a limited partnership or foreign limited partnership;  
14 and

15 (2) May be used to obtain service of process upon a limited  
16 partnership or foreign limited partnership.

17  
18 4-47-115. Change of designated office.

19 (a) In order to change its designated office, a limited partnership or  
20 a foreign limited partnership may deliver to the Secretary of State for  
21 filing a statement of change containing:

22 (1) the name of the limited partnership or foreign limited  
23 partnership;

24 (2) the street and mailing address of its current designated  
25 office; and

26 (3) if the current designated office is to be changed, the  
27 street and mailing address of the new designated office.

28 (4) [Reserved.]

29 (5) [Reserved.]

30 (b) Subject to § 4-47-206(c), a statement of change is effective when  
31 filed by the Secretary of State.

32  
33 4-47-116. [Reserved.]

34  
35 4-47-117. [Reserved.]  
36

1 SECTION 9. Arkansas Code § 4-47-201(a), concerning the formation and  
2 certificate of a limited partnership, is amended to read as follows:

3 (a) In order for a limited partnership to be formed, a certificate of  
4 limited partnership must be delivered to the Secretary of State for filing.  
5 The certificate must state:

6 (1) the name of the limited partnership, which must comply with  
7 § 4-47-108;

8 (2) the street and mailing address of the initial designated  
9 office and the information concerning the limited partnership's agent for  
10 service of process required by § 4-20-105(a);

11 (3) the name and the street and mailing address of each general  
12 partner;

13 (4) whether the limited partnership is a limited liability  
14 limited partnership; and

15 (5) any additional information required by subchapter 11.  
16

17 SECTION 10. Arkansas Code § 4-47-210 is amended to read as follows:

18 (a) A limited partnership or a foreign limited partnership authorized  
19 to transact business in this State shall deliver to the Secretary of State  
20 for filing an annual report that states:

21 (1) the name of the limited partnership or foreign limited  
22 partnership;

23 (2) the street and mailing address of its designated office and  
24 the information concerning its agent for service of process required by § 4-  
25 20-105(a);

26 (3) in the case of a foreign limited partnership, the street and  
27 mailing address of its principal office; and

28 (4) in the case of a foreign limited partnership, the State or  
29 other jurisdiction under whose law the foreign limited partnership is formed  
30 and any alternate name adopted under § 4-47-905(a).

31 (b) Information in an annual report must be current as of the date the  
32 annual report is delivered to the Secretary of State for filing.

33 (c) The first annual report must be delivered to the Secretary of  
34 State between January 1 and May 1 of the year following the calendar year in  
35 which a limited partnership was formed or a foreign limited partnership was  
36 authorized to transact business. An annual report must be delivered to the

1 Secretary of State between January 1 and May 1 of each subsequent calendar  
2 year.

3 (d) If an annual report does not contain the information required in  
4 subsection (a), the Secretary of State shall promptly notify the reporting  
5 limited partnership or foreign limited partnership and return the report to  
6 it for correction. If the report is corrected to contain the information  
7 required in subsection (a) and delivered to the Secretary of State within 30  
8 days after the effective date of the notice, it is timely delivered.

9 (e) If a filed annual report contains an address of the designated  
10 office or information provided under subdivision (a)(2) of this section which  
11 differs from the information shown in the records of the Secretary of State  
12 immediately before the filing, the differing information in the annual report  
13 is considered a statement of change under § 4-20-108.

14

15 SECTION 11. Arkansas Code § 4-47-304(a), concerning a limited  
16 partner's right to information, is amended to read as follows:

17 (a) On 10 days' demand, made in a record received by the limited  
18 partnership, a limited partner may inspect and copy required information  
19 during regular business hours in the limited partnership's ~~principal~~  
20 designated office. The limited partner need not have any particular purpose  
21 for seeking the information.

22

23 SECTION 12. Arkansas Code § 4-47-304(d), concerning a dissociated  
24 limited partner's right to information, is amended to read as follows:

25 (d) Subject to subsection (f), a person dissociated as a limited  
26 partner may inspect and copy required information during regular business  
27 hours in the limited partnership's ~~principal~~ designated office if:

28 (1) the information pertains to the period during which the  
29 person was a limited partner;

30 (2) the person seeks the information in good faith; and

31 (3) the person meets the requirements of subsection (b).

32

33 SECTION 13. Arkansas Code § 4-47-807(b), concerning notice of claims  
34 against a dissolved limited partnership, is amended to read as follows:

35 (b) The notice must:

36 (1) be published at least once in a newspaper of general

1 circulation in the county in which the dissolved limited partnership's  
 2 ~~principal~~ designated office is located or, if it has none in this State, in  
 3 the county in which the limited partnership's designated office is or was  
 4 last located;

5 (2) describe the information required to be contained in a claim  
 6 and provide a mailing address to which the claim is to be sent;

7 (3) state that a claim against the limited partnership is barred  
 8 unless an action to enforce the claim is commenced within five years after  
 9 publication of the notice; and

10 (4) unless the limited partnership has been throughout its  
 11 existence a limited liability limited partnership, state that the barring of  
 12 a claim against the limited partnership will also bar any corresponding claim  
 13 against any general partner or person dissociated as a general partner which  
 14 is based on § 4-47-404.

15  
 16 SECTION 14. Arkansas Code § 4-47-902 is amended to read as follows:

17 4-47-902. Application for certificate of authority.

18 (a) A Before transacting business in this State, a foreign limited  
 19 partnership ~~may~~ shall apply for a certificate of authority to transact  
 20 business in this State by delivering an application to the Secretary of State  
 21 for filing. The application must state:

22 (1) the name of the foreign limited partnership and, if the name  
 23 does not comply with § 4-47-108, an alternate name adopted pursuant to § 4-  
 24 47-905(a);

25 (2) the name of the State or other jurisdiction under whose law  
 26 the foreign limited partnership is organized;

27 (3) the street and mailing address of the foreign limited  
 28 partnership's principal office and, if the laws of the jurisdiction under  
 29 which the foreign limited partnership is organized require the foreign  
 30 limited partnership to maintain an office in that jurisdiction, the street  
 31 and mailing address of the required office;

32 (4) ~~the name and street and mailing address of~~ information  
 33 required by § 4-20-105(a) concerning the foreign limited partnership's  
 34 initial agent for service of process in this State;

35 (5) the name and street and mailing address of each of the  
 36 foreign limited partnership's general partners; and

1 (6) whether the foreign limited partnership is a foreign limited  
2 liability limited partnership.

3 (b) A foreign limited partnership shall deliver with the completed  
4 application a certificate of existence or a record of similar import signed  
5 by the Secretary of State or other official having custody of the foreign  
6 limited partnership's publicly filed records in the State or other  
7 jurisdiction under whose law the foreign limited partnership is organized.  
8

9 SECTION 15. Arkansas Code § 4-47-906(a), concerning the revocation of  
10 a foreign limited partnership's certificate of authority, is amended to read  
11 as follows:

12 (a) A certificate of authority of a foreign limited partnership to  
13 transact business in this State may be revoked by the Secretary of State in  
14 the manner provided in subsections (b) and (c) if the foreign limited  
15 partnership does not:

16 (1) pay, within 60 days after the due date, any fee, tax or  
17 penalty due to the Secretary of State under this chapter or other law;

18 (2) deliver, within 60 days after the due date, its annual  
19 report required under § 4-47-210;

20 (3) appoint and maintain an agent for service of process ~~as~~  
21 ~~required by § 4-20-108~~ under the Model Registered Agents Act, § 4-20-101 et  
22 seq.; or

23 (4) deliver for filing a statement of a change under § 4-20-108  
24 within 30 days after a change has occurred in the name or address of the  
25 agent.  
26

27 SECTION 16. Arkansas Code § 4-47-1104 is amended to read as follows:  
28 4-47-1104. Filings required for conversion – Effective date.

29 (a) After a plan of conversion is approved:

30 (1) a converting limited partnership shall deliver to the  
31 Secretary of State for filing articles of conversion, which must include:

32 (A) a statement that the limited partnership has been  
33 converted into another organization;

34 (B) the name and form of the organization and the  
35 jurisdiction of its governing statute;

36 (C) the date the conversion is effective under the

1 governing statute of the converted organization;

2 (D) a statement that the conversion was approved as  
3 required by this chapter;

4 (E) a statement that the conversion was approved as  
5 required by the governing statute of the converted organization; and

6 (F) a statement confirming that the converted organization  
7 has filed a statement appointing an agent for service of process under § 4-  
8 20-112 if the converted organization is a foreign organization not authorized  
9 to transact business in this State, the street and mailing address of an  
10 office which may be used for service of process under § 4-47-1105(c); and

11 (2) if the converting organization is not a converting limited  
12 partnership, the converting organization shall deliver to the Secretary of  
13 State for filing a certificate of limited partnership, which must include, in  
14 addition to the information required by § 4-47-201:

15 (A) a statement that the limited partnership was converted  
16 from another organization;

17 (B) the name and form of the organization and the  
18 jurisdiction of its governing statute; and

19 (C) a statement that the conversion was approved in a  
20 manner that complied with the organization's governing statute.

21 (b) A conversion becomes effective:

22 (1) if the converted organization is a limited partnership, when  
23 the certificate of limited partnership takes effect; and

24 (2) if the converted organization is not a limited partnership,  
25 as provided by the governing statute of the converted organization.

26  
27 SECTION 17. Arkansas Code § 4-47-1105(c), concerning service upon a  
28 converted organization not authorized to transact business in this state, is  
29 amended to read as follows:

30 (c) A converted organization that is a foreign organization consents  
31 to the jurisdiction of the courts of this State to enforce any obligation  
32 owed by the converting limited partnership, if before the conversion the  
33 converting limited partnership was subject to suit in this State on the  
34 obligation. A converted organization that is a foreign organization and not  
35 authorized to transact business in this State may be served with process ~~at~~  
36 ~~the address required in the articles of conversion under § 4-47-1104(a)(1)(F)~~

1 under § 4-20-113 if the converted organization:

2 (1) fails to appoint an agent for service of process under § 4-  
3 20-112;

4 (2) no longer has an agent for service of process; or

5 (3) has an agent for service of process that can not with  
6 reasonable diligence be served.

7  
8 SECTION 18. Arkansas Code § 4-47-1108(b)(7), concerning information  
9 required in articles of merger, is amended to read as follows:

10 (7) a statement confirming that the surviving organization has  
11 filed a statement appointing an agent for service of process under § 4-20-112  
12 if the surviving organization is a foreign organization not authorized to  
13 transact business in this State, the street and mailing address of an office  
14 which may be used for service of process under § 4-47-1109(b); and

15  
16 SECTION 19. Arkansas Code § 4-47-1109(b), concerning service upon a  
17 foreign organization not authorized to transact business in this state, is  
18 amended to read as follows:

19 (b) A surviving organization that is a foreign organization consents  
20 to the jurisdiction of the courts of this State to enforce any obligation  
21 owed by a constituent organization, if before the merger the constituent  
22 organization was subject to suit in this State on the obligation. A surviving  
23 organization that is a foreign organization and not authorized to transact  
24 business in this State may be served with process ~~at the address required in~~  
25 ~~the articles of merger under § 4-47-1108(b)(7)~~ under § 4-20-113 if the  
26 surviving organization:

27 (A) Fails to appoint an agent for service of process under  
28 § 4-20-112;

29 (B) No longer has an agent for service of process; or

30 (C) Has an agent for service of process that cannot with  
31 reasonable diligence be served.

32  
33 **APPROVED: 4/3/2009**