

DISTRICT OF COLUMBIA
OFFICIAL CODE

TITLE 29.
BUSINESS ORGANIZATIONS.

CHAPTER 1.
GENERAL PROVISIONS.

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DISTRICT OF COLUMBIA OFFICIAL CODE

CHAPTER 1. GENERAL PROVISIONS.

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CHAPTER 1. GENERAL PROVISIONS.

SUBCHAPTER I. GENERAL PROVISIONS.

§ 29-101.01. SHORT TITLES.

- (a) This title may be cited as the "Business Organizations Code".
- (b) This chapter may be cited as the "Business Organizations Code General Provisions Act of 2010".
- (c) Subchapter IV of this chapter may be cited as the "Registered Agent Act of 2010".

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

Law 18-378, the "District of Columbia Official Code Title 29 (Business Organizations) Enactment Act of 2009", was introduced in Council and assigned Bill No. 18-500, which was referred to the Committee on Public Services and Consumer Affairs. The Bill was adopted on first and second readings on December 7, 2010, and December 21, 2010, respectively. Signed by the Mayor on February 27, 2011, it was assigned Act No. 18-724 and transmitted to both Houses of Congress for its review. D.C. Law 18-378 became effective on July 2, 2011.

Editor's Notes

Former § 29-101.01 has been recodified as § 29A-101.01.

Delegation of Authority

Delegation of Authority Pursuant to the "District of Columbia Official Code Title 29 (Business Organizations) Enactment Act of 2010", see Mayor's Order 2011-178, October 25, 2011 (58 DCR 9412).

Miscellaneous Notes

Applicability date of D.C. Law 18-378: Section 5 of D.C. Law 18-378, as amended by section 7082 of D.C. Law 19-21, provides:

"Sec. 5. Applicability.

"This act shall apply as of January 1, 2012."

Short title: Section 7081 of D.C. Law 19-21 provided that subtitle I of title VII of the act may be cited as "District of Columbia Official Code Title 29 (Business Organizations) Implementation Amendment Act of 2011".

§ 29-101.02. DEFINITIONS.

Except as otherwise provided in definitions of the same terms in other chapters of this title, for the purposes of this title, the term:

- (1) "Biennial report" means the report required by § 29-102.11.
- (2) "Business corporation" means:
 - (A) A domestic business corporation incorporated under or subject to Chapter 3 of this title; or
 - (B) A foreign business corporation.
- (3) "Commercial registered agent" means a person listed under § 29-104.05.
- (4) "Debtor in bankruptcy" means a person that is the subject of:
 - (A) An order for relief under Title 11 of the United States Code or a comparable order under a successor statute of general application; or

- (B) A comparable order under federal, state, or foreign law governing insolvency.
- (5) "Domestic", with respect to an entity, means governed as to its internal affairs by the law of the District.
- (6) "Effective date", when referring to a record filed by the Mayor, means the time and date determined in accordance with § 29-102. 03.
- (7)(A) "Entity" means:
- (i) A business corporation;
 - (ii) A nonprofit corporation;
 - (iii) A general partnership, including a limited liability partnership;
 - (iv) A limited partnership, including a limited liability limited partnership;
 - (v) A limited liability company;
 - (vi) A general cooperative association;
 - (vii) A limited cooperative association;
 - (viii) An unincorporated nonprofit association;
 - (ix) A statutory trust, business trust, or common-law business trust; or
 - (x) Any other person that has a legal existence separate from any interest holder of that person or that has the power to acquire an interest in real property in its own name.
- (B) The term "entity" shall not include:
- (i) An individual;
 - (ii) A testamentary, inter vivos, or charitable trust, except a statutory trust, business trust, or common-law business trust;
 - (iii) An association or relationship that is not a partnership solely by reason of § 29-602.02(c) or a similar provision of the law of another jurisdiction;
 - (iv) A decedent's estate; or
 - (v) A government or a governmental subdivision, agency, or instrumentality.
- (8) "Entity filing" means a record delivered for filing to the Mayor pursuant to this title.
- (9) "Filed record" means a record filed by the Mayor pursuant to this title.
- (10) "Filing entity" means an entity that is formed by filing a public organic record.
- (11) "Foreign", with respect to an entity, means:
- (A) Governed as to its internal affairs by the law of a jurisdiction other than the District; or
 - (B) Chartered by a special act of Congress.
- (12) "General cooperative association" means a domestic general cooperative association formed under or subject to Chapter 9 of this title or a foreign general cooperative association.
- (13) "General partnership" means a domestic general partnership formed under or subject to Chapter 6 of this title or a foreign general partnership. The term "general partnership" includes a limited liability partnership.
- (14) "Governance interest" means a right under the organic law or organic rules of an unincorporated entity, other than as a governor, agent, assignee, or proxy, to:
- (A) Receive or demand access to information concerning, or the books and records of, the entity;
 - (B) Vote for the election of the governors of the entity; or
 - (C) Receive notice of or vote on issues involving the internal affairs of the entity.
- (15) "Governor" means a:
- (A) Director of a business corporation;
 - (B) Director or trustee of a nonprofit corporation;
 - (C) General partner of a general partnership;
 - (D) General partner of a limited partnership;
 - (E) Manager of a manager-managed limited liability company;
 - (F) Member of a member-managed limited liability company;
 - (G) Director of a general cooperative association;
 - (H) Director of a limited cooperative association;

- (I) Manager of an unincorporated nonprofit association;
- (J) Trustee of a statutory trust, business trust, or common-law business trust; or
- (K) A person under whose authority the powers of an entity are exercised and under whose direction the business and affairs of the entity are managed pursuant to the entity's organic law and organic rules.

(16) "Interest" means a:

- (A) Share in a business corporation;
- (B) Membership in a nonprofit corporation;
- (C) Partnership interest in a general partnership;
- (D) Partnership interest in a limited partnership;
- (E) Membership interest in a limited liability company;
- (F) Share in a general cooperative association;
- (G) Member's interest in a limited cooperative association;
- (H) Membership in an unincorporated nonprofit association;
- (I) Beneficial interest in a statutory trust, business trust, or common law business trust; or
- (J) Governance interest or transferable interest in any other type of unincorporated entity.

(17) "Interest holder" means:

- (A) A shareholder of a business corporation;
- (B) A member of a nonprofit corporation;
- (C) A general partner of a general partnership;
- (D) A general partner of a limited partnership;
- (E) A limited partner of a limited partnership;
- (F) A member of a limited liability company;
- (G) A shareholder of a general cooperative association;
- (H) A member of a limited cooperative association;
- (I) A member of an unincorporated nonprofit association;
- (J) A beneficiary of a statutory trust, business trust, or common law business trust; or
- (K) Any other direct holder of an interest.

(18) "Jurisdiction", used to refer to a political entity, means the United States, a state, a foreign country, or a political subdivision of a foreign country.

(19) "Jurisdiction of formation" means the jurisdiction whose law includes the organic law of an entity.

(20) "Limited cooperative association" means a domestic limited cooperative association formed under or subject to Chapter 10 of this title or a foreign limited cooperative association.

(21) "Limited liability company" means a domestic limited liability company formed under or subject to Chapter 8 of this title or a foreign limited liability company.

(22) "Limited liability limited partnership" means a domestic limited liability limited partnership formed under or subject to Chapter 7 of this title or a foreign limited liability limited partnership.

(23) "Limited liability partnership" means a domestic limited liability partnership registered under or subject to Chapter 6 of this title or a foreign limited liability partnership.

(24) "Limited partnership" means a domestic limited partnership formed under or subject to Chapter 7 of this title or a foreign limited partnership. The term includes a limited liability limited partnership.

(25) "Noncommercial registered agent" means a person that is not a commercial registered agent and is:

- (A) An individual or domestic or foreign entity that serves in the District as the agent for service of process of an entity;
- (B) An individual who holds the office or other position in an entity who is designated as the agent for service of process pursuant to § 29- 104.04(a)(2)(B); or
- (C) A member in good standing of the District of Columbia Bar who maintains an office in the District of Columbia.

(26) "Nonfiling entity" means an entity that is formed other than by filing a public organic record.

(27) "Nonprofit corporation" means a domestic nonprofit corporation incorporated under or subject to Chapter 4 of this title or a foreign nonprofit corporation.

(28) "Organic law" means the law of an entity's jurisdiction of formation which governs the internal affairs of the entity.

(29) "Organic rules" means the public organic record and private organic rules of an entity.

(30) "Person" means an individual, business corporation, nonprofit corporation, partnership, limited partnership, limited liability company, general cooperative association, limited cooperative association, unincorporated nonprofit association, statutory trust, business trust or common law business trust, estate, trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

(31) "Principal office" means the principal executive office of an entity, whether or not the office is located in the District.

(32) "Private organic rules" means the rules, whether or not in a record, that govern the internal affairs of an entity, are binding on all of its interest holders, and are not part of its public organic record, if any. The term "private organic rules" shall include:

- (A) Bylaws of a business corporation;
- (B) Bylaws of a nonprofit corporation;
- (C) Partnership agreement of a general partnership;
- (D) Partnership agreement of a limited partnership;
- (E) Operating agreement of a limited liability company;
- (F) Bylaws of a general cooperative association;
- (G) Bylaws of a limited cooperative association;
- (H) Governing principles of an unincorporated nonprofit association; and
- (I) Governing instrument of a statutory trust, business trust, or common-law business trust.

(33) "Proceeding" includes a civil action, arbitration, mediation, administrative proceeding, criminal prosecution, and investigatory action.

(34) "Professional limited liability company" means a limited liability company organized under Chapter 8 of this title solely for the purpose of rendering professional services through its members, managers, employees, or agents.

(35) "Property" means all property, whether real, personal, or mixed, or tangible or intangible, or any interest therein.

(36) "Public organic record" means the record the public filing of which forms an entity and any amendment or restatement of that record. The term "public organic record" shall include the:

- (A) Articles of incorporation of a business corporation;
- (B) Articles of incorporation of a nonprofit corporation;
- (C) Certificate of limited partnership of a limited partnership;
- (D) Certificate of organization of a limited liability company;
- (E) Articles of incorporation of a general cooperative association;
- (F) Articles of organization of a limited cooperative association; and
- (G) Certificate of trust of a statutory trust, business trust, or common-law business trust.

(37) "Qualified foreign entity" means a foreign entity that is registered to do business in the District pursuant to a statement of registration filed by the Mayor.

(38) "Receipt" or "receive", as used in this chapter, means actual receipt.

(39) "Record", used as a noun, means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

(40) "Registered agent" means an agent of an entity which is authorized to receive service of any process, notice, or demand required or permitted by law to be served on the entity. The term "registered agent" shall include a commercial registered agent and a noncommercial registered agent.

(41) "Sign" means, with present intent to authenticate or adopt a record to:

- (A) Execute or adopt a tangible symbol; or
- (B) Attach to or logically associate with the record an electronic symbol, sound, or process.

(42) "State" means a state of the United States, the District of Columbia, Puerto Rico, the United

States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States.

(43) "Statutory trust" means a domestic statutory trust formed under or subject to Chapter 12 of this title or a foreign statutory trust.

(44) "Superior Court" means the Superior Court of the District of Columbia.

(45) "Transfer" includes an assignment, conveyance, sale, lease, mortgage, and encumbrance.

(46) "Transferable interest" means the right under an unincorporated entity's organic law to receive distributions from the entity.

(47) "Type of entity" means a generic form of entity:

(A) Recognized at common law; or

(B) Formed under an organic law, whether or not some entities formed under that organic law are subject to provisions of that law that create different categories of the form of entity.

(48) "Unincorporated nonprofit association" means a domestic unincorporated nonprofit association formed under or subject to Chapter 11 of this title or a foreign unincorporated nonprofit association.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-101.02 has been recodified as § 29A-101.02.

§ 29-101.03. APPLICABILITY OF CHAPTER.

This chapter shall apply to an entity formed under or subject to this title.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-101.03 has been recodified as § 29A-101.03.

§ 29-101.04. DELIVERY OF RECORD.

(a) Except as otherwise provided in this title, permissible means of delivery of a record include delivery by hand, mail by the United States Postal Service, commercial delivery service, and electronic transmission.

(b) Delivery to the Mayor shall be effective only when the record is received by the Mayor.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

Editor's Notes

Former § 29-101.04 has been recodified as § 29A-101.04.

§ 29-101.05. RULES AND PROCEDURES.

The Mayor may adopt rules in accordance with the subchapter I of Chapter 5 and may prescribe procedures not required to be adopted as rules which are reasonably necessary to perform the duties required of the Mayor under this title.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

For history of Law 18-378, see notes under § 29-101.01.

Former § 29-101.05 has been recodified as § 29A-101.05.

§ 29-101.06. CIVIL FINES FOR VIOLATIONS OF TITLE.

(a) The Mayor, pursuant to rules adopted in accordance with subchapter I of Chapter 5 of Title 2, may impose civil fines and penalties pursuant to Chapter 18 of Title 2, on any person who:

- (1) Signs any filing pursuant to this title knowing it to contain a material misstatement of fact;
 - (2) Does business in the District of Columbia and:
 - (A) If a domestic business corporation or professional corporation, does not have articles of incorporation filed under § 29-302.02;
 - (B) If a domestic nonprofit corporation, does not have articles of incorporation filed under § 29-402.02;
 - (C) If a domestic limited partnership, does not have a certificate of limited partnership filed under § 29-702.01;
 - (D) If a domestic limited liability company, does not have a certificate of organization filed under § 29-802.01;
 - (E) If a domestic general cooperative association, does not have articles of incorporation filed under § 29-906;
 - (F) If a domestic limited cooperative association, does not have articles of organization filed under § 29-1003.02; or
 - (G) If a domestic statutory trust, does not have a certificate of trust filed under § 29-1202.01;
 - (3) If a domestic entity of a type described in paragraph (2) of this subsection, does business in the District of Columbia after it has been dissolved, whether voluntarily, judicially, or administratively, unless the dissolution has been revoked or the entity has been reinstated in accordance with this title;
 - (4) If a foreign filing entity, does business in the District of Columbia:
 - (A) Without having obtained a certificate of registration under § 29-105.02; or
 - (B) After its certificate of registration has been terminated under § 29-105.11; or
 - (5) Fails to appoint and maintain a registered agent as required by this title.
- (b) Civil fines, penalties, and fees imposed by the Mayor under subsection (a) of this section shall be adjudicated pursuant to subchapter I of Chapter 18 of Title 2
- (c) The rules proposed pursuant to subsection (a) of this section shall be submitted to the Council for a 45-day period of review, excluding Saturdays, Sundays, legal holidays, and days of Council recess. If the Council does not approve the proposed rules, in whole or in part, by resolution within this 45-day review period, the proposed rules shall be deemed disapproved.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

For history of Law 18-378, see notes under § 29-101.01.

Former § 29-101.06 has been recodified as § 29A-101.06.

SUBCHAPTER II. FILING.

§ 29-102.01. ENTITY FILING REQUIREMENTS.

(a) To be filed by the Mayor pursuant to this title, an entity filing shall be received by the office of the Mayor, and shall comply with this title, and satisfy the following:

- (1) The entity filing shall be required or permitted by this title.

(2) The entity filing shall be physically delivered in written form unless and to the extent the Mayor permits electronic delivery of entity filings in other than written form.

(3) The words in the entity filing shall be in English and numbers shall be in Arabic or Roman numerals, but the name of the entity need not be in English if written in English letters or Arabic or Roman numerals.

(4) The entity filing shall be signed by an individual authorized under this title to sign the filing.

(5) The entity filing shall state the name and capacity, if any, of the individual who signed it, but need not contain a seal, attestation, acknowledgment, or verification.

(b) If a law other than this title prohibits the disclosure by the Mayor of information contained in an entity filing, the Mayor shall accept the filing if it otherwise complies with this section, but the Mayor may redact the information.

(c) When an entity filing is delivered to the Mayor for filing, any fee required under this chapter and any fee, tax, or penalty required to be paid under this title or law other than this title shall be paid in a manner permitted by the Mayor or by that law.

(d) The Mayor may require that an entity filing delivered in written form be accompanied by an identical or conformed copy.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-102.02. FORMS.

(a) The Mayor may provide forms for entity filings required or permitted to be made by this title, but, except as otherwise provided in subsection (b) or (c) of this section, their use shall not be required.

(b) The Mayor may require that a cover sheet for an entity filing and a biennial report be on forms prescribed by the Mayor.

(c) The Mayor may require that any filing by a foreign entity under this title be on a form prescribed by the Mayor.

(d) The Mayor, by rule, may authorize, but not require, any filing required or permitted by this title to be filed by electronic means and may prescribe forms and procedures for the electronic filings.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-102.03. EFFECTIVE TIME AND DATE.

Except as otherwise provided in § 29-102.04 and subject to § 29- 102.05(c), an entity filing shall be effective:

(1) On the date and at the time of its filing by the Mayor as provided in § 29-102.06;

(2) On the date of filing and at the time specified in the entity filing as its effective time, if later than the time under paragraph (1) of this section;

(3) If permitted by this title, at a specified delayed effective time and date, which shall not be more than 90 days after the date of filing; or

(4) If a delayed effective date as permitted by this title is specified, but no time is specified, at 12:01 a.m. on the date specified.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-102.04. WITHDRAWAL OF FILED RECORD BEFORE EFFECTIVENESS.

- (a) The parties to a filed record may withdraw the record before it takes effect.
- (b) To withdraw a filed record, the parties to the record shall deliver to the Mayor for filing a statement of withdrawal.
- (c) A statement of withdrawal shall:
 - (1) Except as otherwise agreed by the parties, be signed on behalf of each party that signed the filed record being withdrawn;
 - (2) Identify the filed record to be withdrawn, the date of its filing, and the parties to it; and
 - (3) If not filed by all parties, state that the filed record has been withdrawn in accordance with the agreement of the parties.
- (d) On the delivery for filing to the Mayor of a statement of withdrawal, the action or transaction evidenced by the original filed record shall not take effect.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-102.05. CORRECTING FILED RECORD.

- (a) A person on whose behalf a filed record was delivered to the Mayor for filing may correct the record if the:
 - (1) Record at the time of filing contained an inaccuracy;
 - (2) Record was defectively signed; or
 - (3) Electronic transmission of the record to the Mayor was defective.
- (b) To correct a filed record, the parties to the record shall deliver to the Mayor a statement of correction.
- (c) A statement of correction shall:
 - (1) Not state a delayed effective date;
 - (2) Be signed on behalf of the person correcting the filed record;
 - (3) Identify the filed record to be corrected or have attached a copy and state the date of its filing;
 - (4) Specify the inaccuracy or defect to be corrected; and
 - (5) Correct the inaccuracy or defect.
- (d) A statement of correction shall be effective as of the effective date of the filed record that it corrects except as to persons relying on the uncorrected filed record and adversely affected by the correction. As to those persons, the statement of correction shall be effective when filed.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-102.06. DUTY OF MAYOR TO FILE; REVIEW OF REFUSAL TO FILE.

- (a) The Mayor shall file an entity filing delivered to the Mayor for filing which satisfies § 29-102.01. The duty of the Mayor under this section is ministerial.
- (b) When the Mayor files an entity filing, the Mayor shall record it as filed on the date and time of its delivery. After filing an entity filing, the Mayor shall deliver to the domestic or foreign entity or its representative a copy of the filing with an acknowledgment of the date and time of filing.
- (c) If the Mayor refuses to file an entity filing, the Mayor shall return the entity filing or notify the person that submitted the filing not later than 15 business days after the filing is delivered, together with a brief explanation in a record of the reason for the refusal. If an entity files a corrected entity filing within 60 days of the date the document was initially rejected for filing, it shall not be required to pay a filing fee. If the entity files a corrected entity filing after that date, it shall be required to pay the applicable filing fee.

(d) If the Mayor refuses to file an entity filing, the person that submitted the filing may seek review of the refusal by the Superior Court under the following procedures:

- (1) The review proceeding shall be commenced by petitioning the court to compel filing of the filing and by attaching to the petition the filing and the explanation of the Mayor of the refusal to file.
- (2) The court may summarily order the Mayor to file the filing or take other action the court considers appropriate.
- (3) The final decision of the court may be appealed as in other civil proceedings.

(e) The filing of or refusal to file an entity filing shall not:

- (1) Affect the validity or invalidity of the filing in whole or in part;
- (2) Affect the correctness or incorrectness of information contained in the filing; or
- (3) Create a presumption that the filing is valid or invalid or that information contained in the filing is correct or incorrect.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-102.07. EVIDENTIARY EFFECT OF COPY OF FILED RECORD.

A certification from the Mayor accompanying a copy of a filed record shall be conclusive evidence that the copy is an accurate representation of the original record on file with the Mayor.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-102.08. CERTIFICATE OF GOOD STANDING OR REGISTRATION.

(a) On request of any person, the Mayor shall issue a certificate of good standing for a domestic filing entity or a certificate of registration for a qualified foreign entity.

(b) A certificate under subsection (a) of this section shall state:

- (1) The domestic filing entity's name or the qualified foreign entity's name used in the District;
- (2) That the domestic filing entity is formed under the law of the District, the date of its formation, and the period of its duration if less than perpetual, or that the qualified foreign entity is registered to do business in the District;
- (3) That all fees, taxes, and penalties owed to the District for entity filings collected through the Mayor have been paid if:
 - (A) Payment is reflected in the records of the Mayor; and
 - (B) Nonpayment affects the good standing or registration of the domestic or foreign entity;
- (4) That the entity's most recent biennial report required by § 29-102.11 has been delivered for filing to the Mayor; and
- (5) That the entity has not been dissolved.

(c) Subject to any qualification stated in the certificate, a certificate issued by the Mayor under subsection (a) of this section may be relied upon as conclusive evidence that the domestic filing entity is in existence or the qualified foreign entity is registered to do business in the District.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-102.09. SIGNING CONSTITUTES AFFIRMATION.

Signing an entity filing shall be an affirmation under the penalties for making false statements that the facts stated in the filing are true in all material respects.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-102.10. DELIVERY BY MAYOR.

Except as otherwise provided by § 29-106.02 or by law other than this title, the Mayor may deliver any record to a person by delivering it to the person that submitted it, to the address of the person's registered agent, to the principal office address of the person, or to another address the person provides to the Mayor for delivery.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-102.11. BIENNIAL REPORT FOR MAYOR.

(a) Each domestic filing entity and limited liability partnership and qualified foreign entity shall deliver to the Mayor for filing a biennial report that sets forth:

- (1) The name of the entity and its jurisdiction of formation;
- (2) The name and street and mailing address of the entity's registered agent in the District;
- (3) The street and mailing address of the entity's principal office;
- (4) The name of at least one governor, if the entity is a business corporation, nonprofit corporation, professional corporation, general cooperative association, or limited liability company; and
- (5) In the case of a qualified foreign entity, a statement that the entity is in good standing in its state of formation or, if the entity is not in good standing, a description of the efforts of the entity to bring itself into good standing.

(b) Information in the biennial report shall be current as of the date the report is signed on behalf of the entity.

(c) The 1st biennial report shall be delivered to the Mayor for filing by April 1 of the year following the calendar year in which the domestic filing entity was formed or the foreign filing entity registered to do business in the District. Subsequent biennial reports shall be delivered to the Mayor by April 1st of each 2nd calendar year thereafter.

(d) If a biennial report does not contain the information required by this subchapter, the Mayor promptly shall notify the reporting domestic or qualified foreign entity in a record and return the report for correction.

(e) If a filed biennial report contains the name or address of a registered agent which differs from the information shown in the records of the Mayor immediately before the filing, the differing information in the biennial report shall be considered a statement of change under § 29-104.07, 29-104.08, or 29-104.09.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-102.12. FEES.

(a) The Mayor, pursuant to Chapter 5 of Title 2, shall adopt rules, to establish or revise fees for entity filings authorized to be delivered to the Mayor for filing under this title and for copying and certifying a copy of any entity filing under this title.

(b) There shall be no fee for filing a registered agent's statement of resignation.

(c) The withdrawal under § 29-102.04 of a filed record before it is effective or the correction of a filed record under § 29-102.05 shall not entitle the person on whose behalf the record was filed to a refund of the filing fee.

(d) The rules proposed pursuant to subsection (a) of this section shall be submitted to the Council for a 45-day period of review, excluding Saturdays, Sundays, legal holidays, and days of Council recess. If the Council does not approve the proposed rules, in whole or in part, by resolution within this 45-day review period, the proposed rules shall be deemed disapproved.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-102.13. ESTABLISHMENT OF CORPORATE RECORDATION FUND; DISPOSITION OF ENTITY FILING FEES.

(a) There is established the Corporate Recordation Fund ("Fund"), which shall be classified as a proprietary fund and a type of enterprise fund for the purposes of § 47-373(1). The Fund shall be credited with all fees:

- (1) That are identified in § 29-102.12 that are collected for Chapters 10 and 12;
- (2) That are identified as expedited fees and the fees collected for the enforcement of Chapters 10 and 12; and
- (3) Collected for the processing of corporate filings, including renewals, fines, and option service fees.

(b) Revenue credited to the Fund shall be expended by the Department of Consumer and Regulatory Affairs as designated by an appropriations act of Congress for the purposes of maintaining and upgrading the corporate filing system, including copying fees, automation upgrades, personnel costs, and supplies.

(c) Fees and charges payable to the Mayor shall be paid at the time of presenting a document for filing or making a request for information for which a fee or charge is payable.

(d) Overpayments and duplicate and erroneous payments shall be refunded. A mere change of purpose after the payment of money, as when a party desires to withdraw a filing, shall not entitle a party to a refund.

(e) Except noted under subsection (d) of this section, all other fees shall be deemed processing fees and shall be nonrefundable.

(f) The Mayor may cancel a processed filing due to nonpayment.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

SUBCHAPTER III. NAME OF ENTITY.

§ 29-103.01. PERMITTED NAMES.

(a) Except as otherwise provided in subsections (b) and (d) of this section, the name of a domestic filing entity or domestic limited liability partnership, and the name under which a foreign filing entity or foreign limited liability partnership may register to do business in the District, shall be distinguishable on the records of the Mayor from any:

- (1) Name of another domestic filing entity or limited liability partnership;
- (2) Name of a foreign filing entity or foreign limited liability partnership that is registered to do business in the District under subchapter V of this chapter;
- (3) Name that is reserved under § 29-103.03;
- (4) Name that is registered under § 29-103.04; or
- (5) Assumed name registered under subchapter I-C of Chapter 28 of Title 47.

(b) Subsection (a) of this section shall not apply if the other entity or the person for which the name is reserved or registered consents in a record to the use of the name and submits an undertaking in a form

satisfactory to the Mayor to change its name to a name that is distinguishable on the records of the Mayor from any name in any category of names in subsection (a) of this section.

(c) Except as otherwise provided in subsection (d) of this section, in determining whether a name is the same as or not distinguishable on the records of the Mayor from the name of another entity, words, phrases, or abbreviations indicating the type of entity, such as "corporation", "corp.", "incorporated", "Inc.", "professional corporation", "PC", "professional association", "PA", "Limited", "Ltd.", "limited partnership", "limited liability partnership", "LLP", "registered limited liability partnership", "RLLP", "limited liability limited partnership", "LLLLP", "registered limited liability limited partnership", "RLLLLP", "limited liability company", or "LLC", shall not be taken into account.

(d) The holder of a name under subsection (a) of this section may consent in a record to the use of a name that is not distinguishable on the records of the Mayor from its name except for the addition of a word, phrase, or abbreviation indicating the type of entity described in subsection (c) of this section. In such a case, the holder need not change its name pursuant to subsection (b) of this section.

(e) An entity name shall not contain the words "bank", "banking", "credit union", "insurance", or words of similar import, without the prior approval of the Mayor.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-103.02. NAME REQUIREMENTS FOR CERTAIN TYPES OF ENTITIES.

(a) The name of a business corporation shall contain the word "corporation", "incorporated", "company", or "limited", or the abbreviation "Corp.", "Inc.", "Co.", or "Ltd.", or words or abbreviations of similar import in another language.

(b) The name of a nonprofit corporation need not contain any particular word or abbreviation.

(c) The name of a professional corporation shall contain the phrase "professional corporation" or the abbreviation "P.C.", or the word "chartered", or the abbreviation "Chtd", and may not contain the word "company", "incorporated", "corporation", or "limited", or an abbreviation of those words.

(d) The name of a limited partnership may contain the name of any partner. If the limited partnership is not a limited liability limited partnership, the name shall contain the phrase "limited partnership" or the abbreviation "L.P." or "LP" and shall not contain the phrase "limited liability limited partnership" or "registered limited liability limited partnership" or the abbreviation "L.L.L.P.", "LLLLP", "R.L.L.L.P.", or "RLLLLP". If the limited partnership is a limited liability limited partnership, the name shall contain the phrase "limited liability limited partnership" or the abbreviation "L.L.L.P.", "LLLLP", "R.L.L.L.P.", or "RLLLLP" and shall not contain the abbreviation "L.P." or "LP".

(e) The name of a limited liability partnership that is not a limited liability limited partnership shall contain the words "limited liability partnership" or "registered limited liability partnership" or the abbreviation "L.L.P.", "R.L.L.P.", "LLP", or "RLLP".

(f) The name of a limited liability company other than a professional limited liability company shall contain the words "limited liability company" or "limited company" or the abbreviation "L.L.C.", "LLC", "L.C.", or "LC". The name of a professional limited liability company shall contain the words "professional limited liability company" or the abbreviation "P.L.L.C." or "PLLC". "Limited" may be abbreviated as "Ltd.", and "company" may be abbreviated as "Co.".

(g) The name of a general cooperative shall contain the words "cooperative association". "Cooperative" may be abbreviated as "Co-op" or "Coop". "Association" may be abbreviated as "Assoc.", "Assoc", "Assn.", or "Assn".

(h) The name of a limited cooperative association shall contain the words "limited cooperative association" or "limited cooperative" or the abbreviation "L.C.A." or "LCA". "Limited" may be abbreviated as "Ltd.". "Cooperative" may be abbreviated as "Co-op.", "Coop.", "Co-op", or "Coop". "Association" may be abbreviated as "Assoc.", "Assoc", "Assn.", or "Assn".

(i) The name of a statutory trust may contain the words "company", "association", "club", "foundation", "fund", "institute", "society", "union", "syndicate", "limited", or "trust", or words of similar import, and may contain the name of a beneficial owner, a trustee, or any other person.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-103.03. RESERVATION OF NAME.

(a) A person may reserve the exclusive use of an entity name by delivering an application to the Mayor for filing. The application shall state the name and address of the applicant and the name proposed to be reserved. If the Mayor finds that the entity name applied for is available, the Mayor shall reserve the name for the applicant's exclusive use for a 120-day period.

(b) The owner of a reserved entity name may transfer the reservation to another person by delivering to the Mayor a signed notice in a record of the transfer which states the name and address of the transferee.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-103.04. REGISTRATION OF NAME.

(a) A foreign filing entity or foreign limited liability partnership not registered to do business in the District under subchapter VI of this chapter may register its name, or an alternate name required by § 29-105.06, if the name is distinguishable upon the records of the Mayor from the names that are not available under § 29-103.01.

(b) To register its name or an alternate name required by § 29-105.06, a foreign filing entity or foreign limited liability partnership shall deliver to the Mayor for filing an application setting forth its name, or its name with any addition required by § 29-105.06, and the jurisdiction and date of its formation. If the Mayor finds that the name applied for is available, the Mayor shall register the name for the applicant's exclusive use.

(c) The registration of a name under this section shall be effective for one year after the date of filing.

(d) A foreign filing entity or foreign limited liability partnership whose name registration is effective may renew the registration for successive one-year periods by delivering, not earlier than 3 months before the expiration of the registration year, to the Mayor for filing a renewal application that complies with this section. When filed, the renewal application renews the registration for a succeeding one-year period.

(e) A foreign filing entity or foreign limited liability partnership whose name registration is effective may register as a foreign filing entity or foreign limited liability partnership under the registered name or consent in a signed record to the use of that name by:

- (1) A domestic filing entity formed under this title;
- (2) A limited liability partnership subject to this title; or
- (3) Another foreign filing entity or foreign limited liability partnership authorized to do business in the District.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

SUBCHAPTER IV. REGISTERED AGENT.

§ 29-104.01. DEFINITIONS.

For the purposes of this subchapter, the term:

- (1) "Appointment of agent" means a statement appointing an agent for service of process filed under § 29-104.11 by a nonqualified foreign entity or domestic nonfiling entity.
- (2) "Nonqualified foreign entity" means a foreign entity that is not a qualified foreign entity.
- (3) "Nonresident limited liability partnership statement" means a statement of:
 - (A) Qualification of a domestic limited liability partnership that does not have an office in the District; or

(B) Foreign qualification of a foreign limited liability partnership that does not have an office in the District.

(4) "Registered agent filing" means:

- (A) The public organic record of a domestic filing entity;
- (B) A nonresident limited liability partnership statement;
- (C) A foreign registration statement filed pursuant to § 29-105.03; or
- (D) An appointment of a registered agent.

(5) "Represented entity" means a:

- (A) Domestic filing entity;
- (B) Domestic or qualified foreign limited liability partnership that does not have an office in the District;
- (C) Qualified foreign entity;
- (D) Domestic or foreign unincorporated nonprofit association for which an appointment of an agent has been filed;
- (E) Domestic nonfiling entity for which an appointment of an agent has been filed; or
- (F) Nonqualified foreign entity for which an appointment of an agent has been filed.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.02. ENTITIES REQUIRED TO DESIGNATE AND MAINTAIN REGISTERED AGENT.

The following shall designate and maintain a registered agent in the District:

- (1) A domestic filing entity;
- (2) A domestic limited liability partnership that does not maintain a place of business in the District; and
- (3) A qualified foreign entity.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.03. ADDRESSES IN FILINGS.

If a provision of this subchapter other than § 29-104.10(a)(4) requires that a record state an address, the record shall state a:

- (1) Street address in the District; and
- (2) Mailing address in the District, if different from the address described in paragraph (1) of this section.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.04. APPOINTMENT OF REGISTERED AGENT.

(a) A registered agent filing shall state:

- (1) The name of the represented entity's commercial registered agent; or

(2) If the entity does not have a commercial registered agent:

(A) The name and address of the entity's noncommercial registered agent; or

(B) If the entity designates an officer or employee to accept service of process, the title of the office or other position and the address of the business office of that person.

(b) The appointment of a registered agent pursuant to subsection (a)(1) or (2)(A) of this section shall be an affirmation under § 29-102.09 by the represented entity that the agent has consented to serve.

(c) The Mayor shall make available in a record as soon as practicable a daily list of filings that contain the name of a registered agent. The list shall:

(1) Be available for at least 14 calendar days;

(2) List in alphabetical order the names of the registered agents; and

(3) State the type of filing and name of the represented entity making the filing.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

Jurisdiction	Laws	Effective Date	Statutory Citation
Arkansas	2007, c. 638	9-1-2007	A.C.A. §§ 4-20-101 to 4-20-118.
District of Columbia	2011, 18-378	7-2-2011	DC Code §§ 29-104.04.
Hawaii	2009, c. 55	7-1-2010	HRS §§ 425R-1 to 425R-13.
Idaho	2007, c. 314	7-1-2007	I.C. §§ 30-401 to 30-418.
Maine	2007, c. 323	7-1-2008	5 M.R.S.A. §§ 101 to 120-D.
Montana	2007, c. 240	10-1-2008	MCA 35-7-101 to 35-7-117.
Nevada	2007, c. 480	6-13-2007	N.R.S. 77.010 to 77.460.
		[FN*]	
North Dakota	2007, c. 99	7-1-2008	NDCC 10-01.1-01 to 10-01.1-17.
South Dakota	2008, c. 275	7-1-2008	SDCL 59-11-1 to 59-11-28.
Utah	2008, c. 364	5-5-2008	U.C.A. 1953, §§ 16-17-101 to 16-17-404.

[FN*] Approval date.

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.05. LISTING OF COMMERCIAL REGISTERED AGENT.

(a) A person may become listed as a commercial registered agent by filing with the Mayor a commercial registered agent listing statement signed by or on behalf of the person which states:

(1) The name of the individual or the name of the entity, Type of entity, and jurisdiction of formation of the entity;

(2) That the person is in the business of serving as a commercial registered agent in the District; and

(3) The address of a place of business of the person in the District to which service of process and other notice and documents being served on or sent to entities represented by the person may be delivered.

(b) A commercial registered agent listing statement may include the information regarding acceptance by the agent of service of process in a form other than a written record as provided for in § 29-104.12(e).

(c) If the name of a person filing a commercial registered agent listing statement is not distinguishable on the records of the Mayor from the name of another commercial registered agent listed under this section, the person shall adopt a fictitious name that is distinguishable and use that name in its statement and when it does business in the District as a commercial registered agent.

(d) A listing statement shall be effective on filing by the Mayor.

(e) The Mayor shall note the filing of the commercial registered agent listing statement in the index of filings maintained by the Mayor for each entity represented by the agent at the time of the filing. The statement shall be deemed to delete the address of the agent from the filing of each of those entities.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.06. TERMINATION OF LISTING OF COMMERCIAL REGISTERED AGENT.

(a) A commercial registered agent may terminate its listing as a commercial registered agent by delivering to the Mayor for filing a commercial registered agent termination statement signed by or on behalf of the agent which states:

(1) The name of the agent as listed under § 29-104.05; and

(2) That the agent is no longer in the business of serving as a commercial registered agent in the District.

(b) A commercial registered agent termination statement shall be effective at 12:01 a.m. on the 31st day after the day on which it is delivered to the Mayor for filing.

(c) The commercial registered agent promptly shall furnish each entity represented by the agent notice in a record of the filing of the commercial registered agent termination statement.

(d) When a commercial registered agent termination statement takes effect, the commercial registered agent ceases to be an agent for service of process on each entity formerly represented by it. Until an entity formerly represented by a terminated commercial registered agent appoints a new registered agent, service of process may be made on the entity pursuant to § 29-104.12. Termination of the listing of a commercial registered agent under this section shall not affect any contractual rights a represented entity has against the agent or that the agent has against the entity.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.07. CHANGE OF REGISTERED AGENT BY ENTITY.

(a) A represented entity may change the information on file under § 29-104.04(a) by delivering to the Mayor for filing a statement of change signed by an authorized person on behalf of the entity which states the:

(1) Name of the entity; and

(2) Information that is to be in effect as a result of the filing of the statement of change.

(b) The interest holders or governors of a domestic entity need not approve the filing of a:

(1) Statement of change under this section; or

(2) Similar filing changing the registered agent or registered office of the entity in any other jurisdiction.

(c) A statement of change under this section appointing a new registered agent shall be an affirmation under § 29-102.09 by the represented entity that the agent has consented to serve.

(d) A statement of change under this section shall be effective on delivery to the Mayor for filing.

(e) As an alternative to using the procedure in this section, a represented entity may change the information on file under § 29-104.04(a) by amending its most recent registered agent filing in a manner provided by law of the District other than this title for amending the filing.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.08. CHANGE OF NAME OR ADDRESS BY NONCOMMERCIAL REGISTERED AGENT.

(a) If a noncommercial registered agent changes its name or its address in effect with respect to a represented entity under § 29-104.04(a), the agent shall deliver to the Mayor for filing, with respect to each entity represented by the agent, a statement of change signed by or on behalf of the agent which states:

(1) The name of the entity;

- (2) The name and address of the agent;
 - (3) If the name of the agent has changed, the new name; and
 - (4) If the address of the agent has changed, the new address.
- (b) A statement of change under this section takes effect on delivery to the Mayor for filing.
- (c) A noncommercial registered agent promptly shall furnish the represented entity with notice in a record of the delivery to the Mayor for filing of a statement of change and the changes made in the statement.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.09. CHANGE OF NAME, ADDRESS, TYPE OF ENTITY, OR JURISDICTION OF FORMATION BY COMMERCIAL REGISTERED AGENT.

(a) If a commercial registered agent changes its name, its address as listed under § 29-104.05(a)(3), its type of entity, or its jurisdiction of formation, the agent shall deliver to the Mayor for filing a statement of change signed by or on behalf of the agent which states:

- (1) The name of the agent as listed under § 29-104.05(a)(1);
- (2) If the name of the agent has changed, the new name;
- (3) If the address of the agent has changed, the new address;
- (4) If the type of entity has changed, the new type of entity; and
- (5) If the jurisdiction of formation of the entity has changed, the new jurisdiction of formation.

(b) The delivery to the Mayor for filing by a commercial registered agent of a statement of change under subsection (a) of this section shall change the information regarding the agent with respect to each entity represented by the agent.

(c) A commercial registered agent promptly shall furnish each entity represented by it notice in a record of the delivery to the Mayor for filing of a statement of change relating to the name or address of the agent and the changes made in the statement.

(d) If a commercial registered agent changes its address without delivering for filing a statement of change as required by this section, the Mayor may cancel the listing of the agent under § 29-104.05. A cancellation under this subsection shall have the same effect as a termination under § 29-104.06. Promptly after canceling the listing of an agent, the Mayor shall serve notice in a record in the manner provided in § 29-104.12(b) or (c) on:

- (1) Each entity represented by the agent, stating that the agent has ceased to be an agent for service of process on the entity and that, until the entity appoints a new registered agent, service of process may be made on the entity as provided in § 29-104.12; and
- (2) The agent, stating that the listing of the agent has been canceled under this section.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.10. RESIGNATION OF REGISTERED AGENT.

(a) A registered agent may resign as agent for a represented entity by delivering to the Mayor for filing a statement of resignation signed by or on behalf of the agent which states:

- (1) The name of the entity;
- (2) The name of the agent;
- (3) That the agent resigns from serving as agent for service of process for the entity; and
- (4) The address of the entity to which the agent will send the notice required by subsection (c) of this section.

(b) A statement of resignation shall be effective on the earlier of the 31st day after the day on which it is

delivered to the Mayor for filing or the appointment of a new registered agent for the represented entity.

(c) A registered agent promptly shall furnish the represented entity notice in a record of the date on which a statement of resignation was delivered to the Mayor for filing.

(d) When a statement of resignation takes effect, the registered agent shall cease to have responsibility for any matter tendered to it as agent for the represented entity. The resignation shall not affect any contractual rights the entity has against the agent or that the agent has against the entity.

(e) A registered agent may resign with respect to a represented entity whether or not the entity is in good standing.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.11. APPOINTMENT OF REGISTERED AGENT BY NONQUALIFIED FOREIGN ENTITY OR NONFILING DOMESTIC ENTITY.

(a) A nonqualified foreign entity or domestic nonfiling entity may deliver to the Mayor for filing a statement appointing a registered agent signed on behalf of the entity which states the:

(1) Name, type of entity, and jurisdiction of formation of the entity; and

(2) Information required by § 29-104.04(a).

(b) A statement appointing a registered agent shall be effective on filing by the Mayor and shall be effective for 5 years after the date of filing unless canceled or terminated earlier.

(c) Appointment of a registered agent under this section shall not qualify a nonqualified foreign entity to do business in the District.

(d) A statement appointing a registered agent shall not be rejected for filing because the name of the entity filing the statement is not distinguishable on the records of the Mayor from the name of another entity appearing in those records. The filing of the statement shall not make the name of the entity filing the statement unavailable for use by another entity.

(e) An entity that delivers to the Mayor for filing a statement under subsection (a) of this section appointing a registered agent may cancel the statement by delivering to the Mayor for filing a statement of cancellation that states the name of the entity and that the entity is canceling its appointment of an agent for service of process in the District. The statement shall be effective on filing by the Mayor.

(f) A statement appointing a registered agent for a nonqualified foreign entity terminates on the date the entity becomes a qualified foreign entity.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.12. SERVICE OF PROCESS, NOTICE, OR DEMAND ON ENTITY.

(a) A represented entity may be served with any process, notice, or demand required or permitted by law by serving its registered agent.

(b) If an entity that delivered to the Mayor for filing a registered-agent filing no longer has a registered agent, or if its registered agent cannot with reasonable diligence be served, the entity may be served by registered or certified mail, return receipt requested, or by similar commercial delivery service, addressed to the governors of the entity by name at its principal office in accordance with any applicable judicial rules and procedures. The names of the governors and the address of the principal office may be as shown in the most recent biennial report filed with the Mayor. Service shall be effective under this subsection on the earliest of:

(1) The date that the entity receives the mail or delivery by a similar commercial delivery service;

(2) The date shown on the return receipt, if signed on behalf of the entity; or

(3) Five days after its deposit with the United States Postal Service or similar commercial delivery service, if correctly addressed and with sufficient postage or payment.

(c) Service may be made by handing a copy of the process, notice, or demand to an officer of the entity, a managing or general agent of the entity, or any other agent authorized by appointment or by law to receive service of process for the entity if the individual served is not a plaintiff in the action.

(d) If a represented entity fails to appoint or maintain a registered agent in the District as required by law, or if a represented entity's registered agent in the District cannot with reasonable diligence be found, and if the person seeking service submits a declaration under penalty of making false statements showing that a registered agent for the represented entity cannot be found, the Mayor shall be an agent of the entity upon whom any process against the entity may be served and upon whom any notice or demand required or permitted by law to be served upon the entity may be served. Service on the Mayor of the process, notice, or demand shall be made by delivering or leaving with the Mayor, or his designee, duplicate copies of the process, notice, or demand. If any process, notice, or demand is so served, the Mayor shall immediately cause one of the copies to be forwarded by registered or certified mail to the entity at its principal office or at its last known address.

(e) Service of process, notice, or demand on a registered agent shall be in a written record, but service may be made on a commercial registered agent in other forms, and subject to such requirements, as the agent has stated in its listing under § 29-104.05 that it will accept.

(f) Service of process, notice, or demand may be made by other means under law other than this title.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.13. DUTIES OF REGISTERED AGENT.

The duties of a registered agent shall be to:

- (1) Forward to the represented entity at the address most recently supplied to the agent by the entity any process, notice, or demand that is served on the agent;
- (2) Provide the notices required by this title to the entity at the address most recently supplied to the agent by the entity;
- (3) If the agent is a noncommercial registered agent, keep current the information required by § 29-104.04(a) in the most recent registered agent filing for the entity; and
- (4) If the agent is a commercial registered agent, keep current the information listed for it under § 29-104.05(a).

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-104.14. PERSONAL JURISDICTION.

The appointment or maintenance in the District of a registered agent shall not by itself create the basis for personal jurisdiction over the represented entity in the District.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

SUBCHAPTER V. FOREIGN ENTITIES.

§ 29-105.01. GOVERNING LAW.

(a) The law of the jurisdiction of formation of an entity shall govern the:

- (1) Internal affairs of the entity;

(2) Liability that a person has as an interest holder or governor for a debt, obligation, or other liability of the entity;

(3) Liability of a series of a series limited liability company; and

(4) Liability of a series of a statutory trust.

(b) A foreign entity shall not be precluded from registering to do business in the District because of any difference between the laws of the entity's jurisdiction of formation and the laws of the District.

(c) Registration of a foreign entity to do business in the District shall not authorize it to engage in any activity or exercise any power that a domestic entity of the same type may not engage in or exercise in the District.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-105.02. REGISTRATION TO DO BUSINESS IN THE DISTRICT.

(a) A foreign filing entity or foreign limited liability partnership shall not do business in the District until it registers with the Mayor under this chapter.

(b) A foreign filing entity or foreign limited liability partnership doing business in the District shall not maintain an action in the District unless it is registered to do business in the District.

(c) The failure of a foreign filing entity or foreign limited liability partnership to register to do business in the District shall not impair the validity of a contract or act of the foreign filing entity or foreign limited liability partnership or preclude it from defending a proceeding in the District.

(d) The liability of an interest holder or governor of a foreign filing entity or of a partner of a foreign limited liability partnership shall be governed by the laws of its jurisdiction of formation. Any limitation on that liability shall be not waived solely because the foreign filing entity or foreign limited liability partnership does business in the District without registering.

(e) Section 29-105.01(a) and (b) shall apply even if a foreign entity fails to register under this chapter.

(f) A foreign filing entity that does business in the District without being registered under § 29-105.03 shall be liable for all fees, penalties, and other charges for which the entity would have been liable if it had registered and had filed all reports required by this chapter for the period during which it did business in the District. The Attorney General for the District of Columbia may bring an action in the Superior Court of the District of Columbia to recover these fees, penalties, and other charges. A foreign entity shall not be registered under this chapter until it has paid these fees, penalties, and other charges.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-105.03. FOREIGN REGISTRATION STATEMENT.

To register to do business in the District, a foreign filing entity or foreign limited liability partnership shall deliver a foreign registration statement to the Mayor for filing. The statement shall state:

(1) The name of the foreign filing entity or foreign limited liability partnership and, if the name does not comply with § 29-103.01, an alternate name adopted pursuant to § 29-105.06(a);

(2) The type of entity and, if it is a limited partnership, whether it is a limited liability limited partnership;

(3) The entity's jurisdiction of formation;

(4) The street and mailing address of the principal office of the foreign filing entity or foreign limited liability partnership and, if the laws of its jurisdiction of formation require it to maintain an office in that jurisdiction, the street and mailing address of the office;

(5) The information required by § 29-104.04(a);

(6) The names and street and mailing addresses of a governor;

(7) A certificate, issued not later than 90 days prior to the filing date, by an authorized officer of the jurisdiction of formation, evidencing its existence as a filing entity;

(8) A brief statement of the business the entity proposes to do in the District; and

(9) A statement of the date it commenced or intends to do business in the District.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-105.04. AMENDMENT OF FOREIGN REGISTRATION STATEMENT.

(a) A foreign entity registered to do business in the District shall deliver to the Mayor for filing an amendment to its foreign registration statement if there is a change in the:

(1) Name of the entity;

(2) Type of entity, including, if it is a limited partnership, whether the entity became or ceased to be a limited liability limited partnership;

(3) Jurisdiction of formation;

(4) Address or addresses required by § 29-105.03(4); or

(5) Information required by § 29-104.04(a).

(b) The requirements of § 29-105.03 for an original foreign registration statement apply to an amendment of a foreign registration statement under this section.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-105.05. ACTIVITIES NOT CONSTITUTING DOING BUSINESS.

(a) Without excluding other activities that do not have the intra-District presence necessary to constitute doing business in the District under this title, a foreign filing entity or foreign limited liability partnership shall not be considered to be doing business in the District under this title solely by reason of carrying on in the District any one or more of the following activities:

(1) Maintaining, defending, mediating, arbitrating, or settling a proceeding;

(2) Carrying on any activity concerning its internal affairs, including holding meetings of its interest holders or governors;

(3) Maintaining accounts in financial institutions;

(4) Maintaining offices or agencies for the transfer, exchange, and registration of interests in the entity or maintaining trustees or depositories with respect to those interests;

(5) Selling through independent contractors;

(6) Soliciting or obtaining orders by any means if the orders require acceptance outside the District before they become contracts;

(7) Creating or acquiring indebtedness, mortgages, or security interests in property;

(8) Securing or collecting debts or enforcing mortgages or other security interests in property securing the debts and holding, protecting, or maintaining property so acquired;

(9) Conducting an isolated transaction that is not in the course of similar transactions; and

(10) Doing business in interstate commerce.

(b) This section shall not apply in determining the contacts or activities that may subject a foreign filing entity or foreign limited liability partnership to service of process, taxation, or regulation under law of the District other than this title.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-105.06. NONCOMPLYING NAME OF FOREIGN ENTITY.

(a) A foreign filing entity or foreign limited liability partnership whose name does not comply with § 29-103.01 for an entity of its type shall not register to do business in the District until it adopts, for the purpose of doing business in the District, an alternate name that complies with § 29-103.01. A foreign filing entity or foreign limited liability partnership that registers under an alternate name under this subsection need not comply with subchapter I-C of Chapter 48 of Title 47. After registering to do business in the District with an alternate name, a foreign filing entity or foreign limited liability partnership may do business in the District under:

- (1) The alternate name;
- (2) Its entity name, with the addition of its jurisdiction of formation clearly identified; or
- (3) An assumed or fictitious name the entity is authorized to use under subchapter I-C of Chapter 48 of Title 47.

(b) If a foreign filing entity registered to do business in the District changes its name to one that does not comply with § 29-103.01, it shall not do business in the District until it complies with subsection (a) of this section by amending its registration to adopt an alternate name that complies with § 29-103.01.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-105.07. WITHDRAWAL OF REGISTRATION OF REGISTERED FOREIGN ENTITY.

(a) A foreign entity registered to do business in the District may withdraw its registration by delivering a statement of withdrawal to the Mayor for filing. The statement of withdrawal shall state:

- (1) The name of the foreign entity and the name of the jurisdiction under whose law it is formed;
- (2) The type of entity, including, if it is a limited partnership, whether it is a limited liability limited partnership;
- (3) That the entity is not doing business in the District and that it withdraws its registration to do business in the District;
- (4) That the entity revokes the authority of its registered agent to accept service on its behalf; and
- (5) An address to which service of process may be made under subsection (b) of this section.

(b) After the withdrawal of the registration of an entity, service of process in any proceeding based on a cause of action arising during the time it was registered to do business in the District may be made pursuant to § 29-104.12.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-105.08. WITHDRAWAL DEEMED ON CONVERSION TO DOMESTIC FILING ENTITY OR DOMESTIC LIMITED LIABILITY PARTNERSHIP.

A qualified foreign entity registered to do business in the District which converts to any type of domestic filing entity or to a domestic registered limited liability partnership shall be deemed to have withdrawn its registration on the effective date of the conversion.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-105.09. WITHDRAWAL ON DISSOLUTION OR CONVERSION TO NONFILING ENTITY OTHER THAN LIMITED LIABILITY PARTNERSHIP.

(a) A foreign entity registered to do business in the District which dissolves or converts to a domestic or foreign nonfiling entity other than a limited liability partnership shall deliver a statement of withdrawal to the Mayor for filing. The statement shall state:

- (1) The name of the foreign entity and the name of the jurisdiction under whose law it was formed before the dissolution or conversion;
- (2) The type of entity that the foreign entity was before the dissolution or conversion;
- (3) That the foreign entity surrenders its registration to do business in the District as a qualified entity; and
- (4) If the foreign entity has converted to a foreign nonfiling entity other than a foreign limited liability partnership:
 - (A) The type of nonfiling entity to which it has converted and the jurisdiction whose laws govern its internal affairs;
 - (B) That the foreign entity revokes the authority of its registered agent to accept service on its behalf; and
 - (C) A mailing address to which service of process may be made under subsection (b) of this section.

(b) After the withdrawal under this section of a foreign filing entity that has converted to a foreign nonfiling entity is effective, service of process in any proceeding based on a cause of action arising during the time it was registered to do business in the District may be made pursuant to § 29-104.12.

(c) After the withdrawal under this section of a foreign filing entity that has converted to a domestic nonfiling entity other than a limited liability partnership is effective, service of process may be made on the nonfiling entity pursuant to § 29-104.12.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-105.10. TRANSFER OF REGISTRATION.

(a) A foreign filing entity or foreign limited liability partnership registered to do business in the District that merges with or converts to a foreign entity required to register with the Mayor to do business in the District shall deliver to the Mayor for filing an application for transfer of registration. The application shall state the:

- (1) Name of the applicant entity;
- (2) Type of entity it was before the merger or conversion;
- (3) Name of the entity into which it has merged or to which it has been converted and, if the name does not comply with § 29-103.01, an alternate name adopted pursuant to § 29-105.06(a);
- (4) Type of entity into which it has merged or to which it has been converted and the jurisdiction whose law governs its internal affairs; and
- (5) Following information regarding the entity into which it has merged or to which it has been converted, if different than the information for the applicant entity:
 - (A) The street and mailing address of the principal office of the entity and, if the law of the entity's jurisdiction of formation requires it to maintain an office in that jurisdiction, the street and mailing address of that office; and
 - (B) The name and street and mailing address of its registered agent in the District.

(b) An application for transfer of registration shall be delivered to the Mayor for filing and takes effect at the time provided in § 29-102.03.

(c) When an application for transfer of registration takes effect, the registration of the applicant entity to do business in the District shall be transferred without interruption to the entity into which it has merged or to which it has been converted.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

For history of Law 18-378, see notes under § 29-101.01.

§ 29-105.11. TERMINATION OF REGISTRATION.

(a) The Mayor may terminate the registration of a foreign filing entity or foreign limited liability partnership to do business in the District in the manner provided in subsections (b) and (c) of this section if the entity does not:

- (1) Pay, not later than 60 days after the due date, any fee, tax, or penalty required to be paid to the Mayor under this chapter or law other than this title;
- (2) Deliver to the Mayor for filing, not later than 60 days after the due date, the biennial report, if any, required of foreign entities of its type; or
- (3) Have a registered agent as required by § 29-104.02.

(b) The Mayor may terminate the registration of a foreign filing entity or foreign limited liability partnership by filing a notice of termination or noting the termination in the records of the Mayor and by delivering a copy of the notice or the information in the notation to the entity's registered agent in the District or, if the entity does not have a registered agent in the District, to the entity's principal office as designated in § 29-105.03(4). The notice shall state or the information in the notation shall include the:

- (1) Effective date of the termination, which must be at least 60 days after the date the Mayor delivers the copy; and
- (2) Grounds for termination under subsection (a) of this section.

(c) The authority of a foreign filing entity or foreign limited liability partnership to do business in the District shall cease on the effective date of the notice of termination unless, before that date, the entity cures each ground for termination stated in the notice filed under subsection (b) of this section. If the entity cures each ground, the Mayor shall file a record so stating.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-105.12. ACTION BY ATTORNEY GENERAL.

The Attorney General for the District of Columbia may maintain an action to enjoin a foreign filing entity or foreign limited liability partnership from doing business in the District in violation of this title.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

SUBCHAPTER VI. ADMINISTRATIVE DISSOLUTION.

§ 29-106.01. GROUNDS.

The Mayor may commence a proceeding under § 29-106.02 to dissolve a domestic filing entity administratively if the entity does not:

- (1) Pay any fee, tax, or penalty required to be paid to the Mayor not later than 5 months after it is due;
- (2) Deliver a biennial report to the Mayor not later than 6 months after it is due; or
- (3) Have a registered agent in the District for 60 days.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-106.02. PROCEDURE AND EFFECT.

(a) If the Mayor determines that one or more grounds exist under § 29-106.01 for dissolving a domestic

filing entity, the Mayor shall serve the entity pursuant to § 29-104.12 with notice in a record of the Mayor's determination.

(b) If a domestic filing entity, not later than 60 days after service of the notice is effected under § 29-104.12, does not correct each ground for dissolution or demonstrate to the satisfaction of the Mayor that each ground determined by the Mayor does not exist, after the expiration of the 60-day period, the Mayor shall dissolve the entity administratively by signing a statement of dissolution that recites the grounds for dissolution and its effective date. The Mayor shall file the original of the statement and serve a copy on the entity pursuant to § 29-104.12 and publish a notice of the statement on an appropriate website.

(c) A domestic filing entity that is dissolved administratively continues its existence as an entity, but shall not carry on any business except as necessary to wind up and liquidate its business and affairs in the manner provided in its organic law or to apply for reinstatement under § 29-106.03.

(d) The administrative dissolution of a domestic filing entity shall not terminate the authority of its registered agent.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-106.03. REINSTATEMENT.

(a) A domestic filing entity that is dissolved administratively under § 29-106.02 may apply to the Mayor for reinstatement. The application shall state:

(1) The name of the entity at the time of its administrative dissolution and, if needed, a different name that satisfies § 29-103.01;

(2) The address of the principal office of the entity and the name and address of the registered agent;

(3) The effective date of the entity's administrative dissolution; and

(4) That the grounds for dissolution either did not exist or have been eliminated.

(b) To be reinstated, an entity shall pay all fees, taxes, and penalties that were due to the Mayor at the time of its administrative dissolution and all fees, taxes, and penalties that would have been due to the Mayor while the entity was dissolved administratively.

(c) If the Mayor determines that the application contains the information required by subsection (a) of this section, is satisfied that the information is correct, and determines that all payments required to be made to the Mayor by subsection (b) of this section have been made, the Mayor shall cancel the statement of dissolution and prepare a statement of reinstatement that states the Mayor's determination and the effective date of reinstatement, file the original of the statement, and serve a copy on the entity pursuant to § 29-104.12.

(d) When reinstatement under this section is effective, it shall relate back to, and be effective, as of the effective date of the administrative dissolution, and the domestic filing entity shall resume carrying on its business as if the administrative dissolution had never occurred, except for the rights of a person arising out of an act or omission in reliance on the dissolution before the person knew or had reason to know of the reinstatement.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-106.04. JUDICIAL REVIEW OF DENIAL OF REINSTATEMENT.

(a) If the Mayor denies a domestic filing entity's application for reinstatement following administrative dissolution, the Mayor shall serve the entity pursuant to § 29-104.12 with a notice in a record that explains the reason or reasons for denial.

(b) An entity may seek judicial review of denial of reinstatement in the Superior Court not later than 30 days after service of the notice of denial.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

For history of Law 18-378, see notes under § 29-101.01.

SUBCHAPTER VII. MISCELLANEOUS PROVISIONS.

§ 29-107.01. RESERVATION OF POWER TO AMEND OR REPEAL.

(a) The Council may amend or repeal all or part of this title at any time and all domestic and foreign entities subject to this title shall be governed by the amendment or repeal.

(b) A business corporation formed before the effective date of the District of Columbia Business Corporations Act, approved June 8, 1954 (Pub. L. 83-389; 68 Stat. 179), or a nonprofit corporation formed before the effective date of the District of Columbia Nonprofit Corporation Act, approved August 6, 1962 (Pub. L. No. 87-569; 76 Stat. 265), that has not elected to avail itself of the provisions of those laws, within 2 years of the applicability date of this title, shall file a notice with the Mayor that includes the corporation's articles of incorporation, or other public organic record, and the names and street and mailing addresses of its current directors and officers. A corporation that does not fully comply with these requirements within the specified period shall thereafter be barred from asserting that it is not subject to this title. If the corporation desires to do business in the District, the corporation must file articles of incorporation with the Mayor and otherwise comply with this title.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-107.02. SUPPLEMENTAL PRINCIPLES OF LAW.

Unless displaced by particular provisions of this title, the principles of law and equity shall supplement this title.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-107.03. UNIFORMITY OR CONSISTENCY OF APPLICATION AND CONSTRUCTION.

In applying and construing the chapters of this title based on uniform or model acts, consideration shall be given to the need to promote uniformity or consistency of the law with respect to its subject matter among states that enact it.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.

§ 29-107.04. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT.

This title shall modify, limit, and supersede the federal Electronic Signatures in Global and National Commerce Act, approved June 30, 2000 (114 Stat. 464; 15 U.S.C. § 7001 *et seq.*), ("Act"), but shall not modify, limit, or supersede section 101(c) of the Act, or authorize electronic delivery of any of the notices described in section 103(b) of the Act.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

For history of Law 18-378, see notes under § 29-101.01.

§ 29-107.05. SAVINGS CLAUSE.

The repeal of a law by this title shall not affect:

- (1) The operation of the law or any action taken under it before its repeal;
- (2) Any ratification, right, remedy, privilege, obligation, or liability acquired, accrued, or incurred under the statute before its repeal;
- (3) Any violation of the law or any penalty, forfeiture, or punishment incurred because of the violation before its repeal; or
- (4) Any proceeding, reorganization, or dissolution commenced under the law before its repeal, and the proceeding, reorganization, or dissolution may be completed in accordance with the statute as if it had not been repealed.

(July 2, 2011, D.C. Law 18-378, § 2, 58 DCR 1720.)

HISTORICAL AND STATUTORY NOTES

Legislative History of Laws

For history of Law 18-378, see notes under § 29-101.01.