



Ohio Revised Code Section 111.243 Fraudulent business filings.

Effective: October 24, 2024

Legislation: Senate Bill 98 - 135th General Assembly

(A) No person shall do any of the following:

(1) Include the name of another person on a document filed with the secretary of state under Title XIII or Title XVII of the Revised Code without that person's consent, if the named person is included in the filing as:

(a) A statutory agent;

(b) The individual causing the document to be delivered for filing;

(c) The person incorporating, forming, registering, or organizing an entity or name registration;

(d) Any other person required to be identified in the document.

(2) Include an address in a document filed with the secretary of state under Title XIII or Title XVII of the Revised Code without the consent of either the owner or occupant of that address;

(3) Deliver a document regarding an entity to the secretary of state under Title XIII or Title XVII of the Revised Code without the necessary consent or authority to do so.

(B) A person named in, or otherwise affected by, the filing of a document in violation of division (A) of this section may submit a complaint to the secretary of state, on a form prescribed by the secretary of state, alleging that the filing was made in violation of division (A) of this section. The complaint shall include at least the following information:

(1) A description of the alleged violation;

(2) The name, street address, telephone number, electronic mail address, if available, and any



additional contact information of the person making the complaint;

(3) The name, street address, telephone number, electronic mail address, if available, and any additional contact information of any third party authorized to submit the complaint on behalf of the person that is named in, or affected by, the filing;

(4) The document identification number assigned by the secretary of state to each filed document that is alleged to have been filed in violation of division (A) of this section;

(5) An identification number assigned by the secretary of state for each entity associated with the complaint and the filing, if known to the person making the complaint;

(6) Information, if known to the person making the complaint, identifying each person involved in the filing, including names, street addresses, telephone numbers, web sites, and electronic mail addresses;

(7) Information, if known to the person making the complaint, identifying the nature of any business or personal relationship between the person making the complaint and each person involved in the filing;

(8) A statement by the person making the complaint, under penalty of perjury, that the person believes in good faith that the facts stated in the complaint are true and that the complaint complies with the requirements of this section;

(9) Any additional information that the person making the complaint believes may assist in an investigation of the complaint.

(C)(1) Upon receipt of a complaint submitted pursuant to division (B) of this section, the secretary of state shall review the complaint and evaluate whether the complaint indicates a violation of division (A) of this section and satisfies the requirements of division (B) of this section.

(2) The secretary of state may refer the complaint to the prosecuting attorney of the county in which the person alleged to have committed the violation resides or is believed to reside, based on the best



available information, for any potential criminal investigation.

(D) If the secretary of state determines that the information provided in a complaint does not indicate a violation of division (A) of this section or does not satisfy the requirements of division (B) of this section, the secretary of state shall notify the person that submitted the complaint and provide an explanation of any deficiencies in the complaint.

(E) The secretary of state may ask a person who submits a complaint to submit additional information concerning either of the following:

(1) The alleged violation of division (A) of this section;

(2) The person's failure to submit the information required by division (B) of this section.

(F) If the secretary of state rejects a complaint for failure to comply with division (B) of this section, the complaint may be resubmitted.

(G)(1) If the secretary of state determines that a complaint satisfies the requirements of division (B) of this section and alleges a violation of division (A) of this section, the secretary of state shall send notice and demand to the person who submitted the document described in the complaint made under division (B) of this section as follows:

(a) By mail to the person's address if that address is known by, or readily available to, the secretary of state;

(b) Electronically to the person's electronic mail address, if that address is known by, or readily available to, the secretary of state;

(c) By telephone if the person's telephone number is known by, or readily available to, the secretary of state.

(2) The secretary of state may provide written or verbal notice and demand to any other person that the secretary of state determines, through investigation, is a means by which to reach the person who



is the subject of the complaint.

(3) The secretary of state's notice and demand shall describe the allegations in the complaint and demand that the person respond to the complaint as required by division (H) of this section.

(H) A person to which the secretary of state sends a notice and demand shall respond within twenty-one days after the written notice and demand is mailed under division (G)(1)(a) of this section. The response shall include all of the following information:

(1) The name, street address, telephone number, and mailing address of the person responding to the notice and demand, and any additional contact information, such as an electronic mail address, that person may wish to provide;

(2) If the responding person is the agent of the person to whom the notice and demand was sent, any supporting documents that establish the agent's authority to act on the person's behalf;

(3) The name of the entity at issue;

(4) Information identifying each person involved in the alleged violation of division (A) of this section, to the extent such information is known by the person responding to the notice and demand, including names, addresses, telephone numbers, web sites, and electronic mail addresses;

(5) Information identifying the nature of any business or personal relationship between the person that submitted the complaint and each person involved in the alleged violation of division (A) of this section, excepting any privileged communications or information;

(6) A statement that affirms or denies having knowledge of or information about the alleged violation of division (A) of this section;

(7) Any material evidence that is reasonably attainable to the person responding to the notice and demand of written consent to use the name or address in the filing at issue in the complaint.

(I) If the person that is the subject of the complaint does not respond to the allegations in the



complaint within twenty-one days after the secretary of state mails the notice and demand, the person is deemed to have conceded to those allegations.

(J) Following a prima facie showing that division (A) of this section was violated, the secretary of state shall proceed as follows:

(1) If an entity was created without authorization or for fraudulent purposes, the secretary of state shall do all of the following:

(a) Cancel the business record in question with a notice that the entity is unauthorized or fraudulent;

(b) Redact each address and name that was used without authorization from the entity's filing and from any other relevant filings;

(c) Disable additional filing functionality on the entity's records.

(2) If an unauthorized filing was made for a legitimate entity, the secretary of state shall do both of the following:

(a) Cancel each unauthorized filing for the entity with a notice that the filing is unauthorized;

(b) Redact each address and name that was used without authorization from the entity's filing and from the relevant filings.

(K) Any of the following constitute a prima facie showing that division (A) of this section was violated:

(1) Concession to the allegations in the complaint by the person that is the subject of the complaint or the person's agent either directly or constructively under division (I) of this section, by failing to timely respond to those allegations;

(2) A determination by the secretary of state that the violation occurred, based on the merits of the complaint and any responses to the notice and demand.



(L) The secretary of state shall communicate the outcome of any complaint submitted under this section to all of the following:

(1) The person who submitted the complaint, using the electronic mail address provided on the complaint form or, if an electronic mail address was not provided, using the mailing address provided on the complaint form;

(2) Each person at issue, using the person's or person's agent's electronic mail address or, if an electronic mail address was not provided or is not known, the person's or agent's mailing address.

(M) Any person adversely affected by the outcome of a complaint under this section may appeal the secretary of state's determination in accordance with section 119.12 of the Revised Code.