



Ohio Revised Code

Section 1706.09 Legal agents of limited liability companies.

Effective: October 24, 2024

Legislation: Senate Bill 98

(A) Each limited liability company and foreign limited liability company that has an effective registration as a foreign limited liability company under section 1706.511 of the Revised Code shall maintain continuously in this state an agent for service of process on the company. The agent shall be one of the following:

(1) A natural person who is a resident of this state;

(2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

(B)(1) The secretary of state shall not accept original articles of organization of a limited liability company or an original registration of a foreign limited liability company for filing unless both of the following accompany the articles or registration:

(a) A written appointment of an agent as described in division (A) of this section that is signed by an authorized representative of the limited liability company or foreign limited liability company;

(b) A written acceptance of the appointment that is signed by the designated agent on a form prescribed by the secretary of state.

(2) In cases not covered by division (B)(1) of this section, the company shall appoint the agent described in division (A) of this section and shall file with the secretary of state, on a form prescribed by the secretary of state, a written appointment of that agent that is signed by an authorized representative of the company and a written acceptance of the appointment that is signed by the



designated agent.

(C)(1) The written appointment of an agent shall set forth the name and address in this state of the agent, including the street and number of the agent's primary residence in this state or, if the agent is not a natural person, the agent's usual place of business in this state, and shall otherwise be in such form as the secretary of state prescribes. The secretary of state shall keep a record of the names of limited liability companies and foreign limited liability companies, and the names and addresses of their respective agents.

(2) As used in division (C)(1) of this section, "usual place of business" means a place in this state that is customarily open during normal business hours and where an individual is generally present who is authorized to perform the services of a registered agent, including accepting service of process and other notifications for the person serving as a statutory agent. "Usual place of business" does not include a post office box, regardless of whether that post office box has an associated street address.

(D) If any agent described in division (A) of this section dies, resigns, or moves outside of this state, the limited liability company or foreign limited liability company shall appoint forthwith another agent and file with the secretary of state, on a form prescribed by the secretary of state, a written appointment of the agent and acceptance of appointment as described in division (B)(2) of this section.

(E) If the agent described in division (A) of this section changes the agent's address from the address stated in the records of the secretary of state, the agent or the limited liability company or foreign limited liability company shall file forthwith with the secretary of state, on a form prescribed by the secretary of state, a written statement setting forth the new address.

(F) An agent described in division (A) of this section may resign by filing with the secretary of state, on a form prescribed by the secretary of state, a written notice of resignation that is signed by the agent and by mailing a copy of that notice to the limited liability company or foreign limited liability company at the current or last known address of its principal office. The notice shall be mailed to the company on or prior to the date that the notice is filed with the secretary of state and shall set forth the name of the company, the name and current address of the agent, the current or last known



address, including the street and number or other particular description, of the company's principal office, a statement of the resignation of the agent, and a statement that a copy of the notice has been sent to the company within the time and in the manner specified in this division. The authority of the resigning agent terminates thirty days after the filing of the notice with the secretary of state.

(G) A limited liability company or foreign limited liability company may revoke the appointment of its agent described in division (A) of this section by filing with the secretary of state, on a form prescribed by the secretary of state, a written appointment of another agent and an acceptance of appointment in the manner described in division (B)(2) of this section and a statement indicating that the appointment of the former agent is revoked.

(H)(1) Any legal process, notice, or demand required or permitted by law to be served upon a limited liability company may be served upon the company as follows:

(a) By delivering a copy of the process, notice, or demand to the address of the agent in this state as contained in the records of the secretary of state;

(b) If the agent described in division (A) of this section is a natural person, by delivering a copy of the process, notice, or demand to the agent.

(2) If the agent described in division (A) of this section cannot be found or no longer has the address that is stated in the records of the secretary of state or the limited liability company or foreign limited liability company has failed to maintain an agent as required by this section and if the party or the agent or representative of the party that desires service of the process, notice, or demand files with the secretary of state an affidavit that states that one of those circumstances exists and states the most recent address of the company that the party who desires service has been able to ascertain after a diligent search, then the service of the process, notice, or demand upon the secretary of state as the agent of the company may be initiated by delivering to the secretary of state four copies of the process, notice, or demand accompanied by a fee of five dollars. The secretary of state shall give forthwith notice of that delivery to the company at either its principal office as shown upon the secretary of state's records or at any different address specified in the affidavit of the party desiring service and shall forward to the company at either address by certified mail, return receipt requested, a copy of the process, notice, or demand. Service upon the company is made when the secretary of



state gives the notice and forwards the process, notice, or demand as set forth in division (H)(2) of this section.

(I) The secretary of state shall keep a record of each process, notice, and demand that pertains to a limited liability company or foreign limited liability company and that is delivered to the secretary of state's office under this section or another law of this state that authorizes service upon the secretary of state in connection with a limited liability company or foreign limited liability company. In that record, the secretary of state shall record the time of each delivery of that type and the secretary of state's subsequent action with respect to the process, notice, or demand.

(J) This section does not limit or affect the right to serve any process, notice, or demand upon a limited liability company or foreign limited liability company in any other manner permitted by law.

(K) A written appointment of an agent or a written statement filed by a limited liability company or foreign limited liability company with the secretary of state shall be signed by an authorized representative of the company.

(L) Upon the failure of a limited liability company or foreign limited liability company to continuously maintain a statutory agent or file a change of name or address of a statutory agent, the secretary of state shall give notice thereof by ordinary or electronic mail to the company at the electronic mail address provided to the secretary of state, or at the address set forth in the notice of resignation. Unless the default is cured within thirty days after the mailing by the secretary of state of the notice or within any further period of time that the secretary of state grants, upon the expiration of that period of time from the date of the mailing, the articles of the limited liability company or the registration of the foreign limited liability company shall be canceled without further notice or action by the secretary of state. The secretary of state shall make a notation of the cancellation on the secretary of state's records.

A limited liability company or foreign limited liability company whose articles or registration has been canceled may be reinstated by filing, within two years of the cancellation, on a form prescribed by the secretary of state, an application for reinstatement and the required appointment of agent or required statement, and by paying the filing fee specified in division (Q) of section 111.16 of the Revised Code. The rights and privileges of a limited liability company or foreign limited liability



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company whose articles or registration has been reinstated are subject to section 1706.46 of the Revised Code. The secretary of state shall furnish the tax commissioner a monthly list of all limited liability companies and foreign limited liability companies canceled and reinstated under this division.