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## DIGEST

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HB No. 408

**Abstract:** Enacts the "Business Corporation Act".

Present law (R.S. 12:1-178) provides with regard to the Business Corporation Law.

Proposed law repeals present law.

Proposed law enacts the "Business Corporations Act", modeled after the Model Business Corporations Act.

Present law (R.S. 12:1501) provides for the applicability of Chapter 24 of Title 12 of the La. Revised Statutes of 1950 to all business organizations defined in R.S. 12:1502(B), except as provided in R.S. 12:92(D), 93(D), or 1328(C).

Proposed law repeals present law.

Present law (R.S. 12:1502(A)) provides for the applicability of present law to business organizations formed under the laws of the state and to actions against officers, directors, shareholders, members, managers, general partners, limited partners, managing partners, or other persons similarly situated.

Proposed law provides an exception for actions governed by R.S. 12:1-622, 1-833, 1-1407, or 12:1328(C).

Present law (R.S. 12:1601) provides definitions applicable to Chapter 25 of Title 12 of the Louisiana Revised Statutes of 1950.

Proposed law repeals present law and provides for the conversion of domestic business entities.

Present law (R.S. 12:1602) provides for the conversion of domestic entities.

Proposed law repeals present law and provides definitions applicable to Chapter 25 of Title 12. Proposed law further provides that terms defined in the Business Corporation Act have the same meaning in Chapter 25 of Title 12.

Present law (R.S. 12:1603) sets forth the conversion application requirements for business organizations.

Proposed law repeals present law and provides tax filing requirements for converting entities.

Present law (R.S. 12:1604) provides for the filing and recording of a conversion application and the issuance and effect of a certificate of conversion.

Proposed law repeals present law and provides for the continuation and updating of a professional or other license.

Present law (R.S. 12:1605) provides for the effect of conversion.

Proposed law repeals present law.

Present law (R.S. 12:1606) provides for tax filing requirements for converting business organizations.

Proposed law repeals present law.

Present law (R.S. 12:1607) provides for the recognition of conversion and updating of a professional license.

Proposed law repeals present law.

Proposed law (R.S. 12:1702 and 1703) provides for confidentiality of electronic mail addresses and electronic notification of state changes.

Present law (R.S. 44:4.1(B)(5)) provides for public records exceptions.

Proposed law provides for a public records exception for electronic email addresses submitted or captured by the secretary of state as provided in proposed law.

Present law (R.S. 49:222(B)(1)) provides for fees chargeable by the secretary of state for domestic corporations and limited liability companies.

Proposed law amends the provision to authorize the secretary of state to collect fees and documents permitted to be filed under the Business Corporation Act.

Present law (C.C.P. Art 611) provides for derivative actions.

Proposed law maintains present law and provides that a "derivative proceeding" as defined in the Business Corporation Act is exempt from the provisions of Chapter 5 of Title II of the Code of Civil Procedure and subject to the relevant provisions of the Business Corporations Act.

Effective January 1, 2015.

(Amends R.S. 12:1501, 1502(A), and 1601-1604, R.S. 44:4.1(B)(5), R.S. 49:222(B)(1) and (6),

and C.C.P. Art. 611; Adds R.S. 12:1-101 through 1-1704, 1702, and 1703; Repeals R.S. 12:1-178 and 1605-1607)

Summary of Amendments Adopted by House

Committee Amendments Proposed by House Committee on Commerce to the original bill.

1. Provided relative to the termination of a corporation's name.
2. Provided for confidentiality of electronic mail addresses and electronic notification of changes.
3. Provided for a public records exception for electronic email addresses submitted or captured by the secretary of state with regard to corporations and as provided in proposed law.

House Floor Amendments to the engrossed bill.

1. Makes technical changes.