

BUSINESS ORGANIZATIONS CODE

TITLE 1. GENERAL PROVISIONS

CHAPTER 4. FILINGS

SUBCHAPTER A. GENERAL PROVISIONS

The following section was amended by the 89th Legislature. Pending publication of the current statutes, see S.B. [2411](#), 89th Legislature, Regular Session, for amendments affecting the following section.

Sec. 4.001. SIGNATURE AND DELIVERY. (a) A filing instrument must be:

(1) signed by a person authorized by this code to act on behalf of the entity in regard to the filing instrument; and

(2) delivered to the secretary of state in person or by mail, courier, facsimile or electronic transmission, or any other comparable form of delivery.

(b) A person authorized by this code to sign a filing instrument for an entity is not required to show evidence of the person's authority as a requirement for filing.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.002. ACTION BY SECRETARY OF STATE. (a) If the secretary of state finds that a filing instrument delivered under Section [4.001](#) conforms to the provisions of this code that apply to the entity and to applicable rules adopted under Section [12.001](#) and that all required fees have been paid, the secretary of state shall:

(1) file the instrument by accepting it into the filing system adopted by the secretary of state and assigning the instrument a date of filing; and

(2) deliver a written acknowledgment of filing to the entity or its representative.

(b) If a duplicate copy of the filing instrument is delivered to the secretary of state, on accepting the filing instrument, the secretary of state shall return the duplicate copy, endorsed with the word "Filed" and the month, day, and year of filing, to the entity or its representative with the acknowledgment

of filing.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2005, 79th Leg., Ch. 64 (H.B. [1319](#)), Sec. 9, eff. January 1, 2006.

Sec. 4.003. FILING OR ISSUANCE OF REPRODUCTION OR FACSIMILE. (a) A photographic, photostatic, facsimile, electronic, or similar reproduction of a filing instrument, signature, acknowledgment of filing, or communication may be filed or issued in place of:

- (1) an original filing instrument;
- (2) an original signature on a filing instrument; or
- (3) an original acknowledgment of filing or other written communication from the secretary of state relating to a filing instrument.

(b) To the extent any filing or action on a filing conforms to this subchapter, a filing instrument or an acknowledgment of filing issued by the secretary of state is not required to be on paper or to be reduced to printed form.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.004. TIME FOR FILING. Unless this code prescribes a specific period for filing, an entity shall promptly file each filing instrument that this code requires the entity to file.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.005. CERTIFICATES AND CERTIFIED COPIES. (a) A court, public office, or official body shall accept a certificate issued as provided by this code by the secretary of state or a copy of a filing instrument accepted by the secretary of state for filing as provided by this code that is certified by the secretary of state as prima facie evidence of the facts stated in the certificate or instrument.

(b) A court, public office, or official body may record a certificate or certified copy described by Subsection (a).

(c) A court, public office, or official body shall accept a

certificate issued under an official seal by the secretary of state as to the existence or nonexistence of facts that relate to an entity that would not appear from a certified copy of a filing instrument as prima facie evidence of the existence or nonexistence of the facts stated in the certificate.

(d) Subject to any qualification stated in the certificate, a certificate issued by the secretary of state stating that a domestic filing entity is in existence may be relied on as conclusive evidence of the entity's existence.

(e) Subject to any qualification stated in the certificate, a certificate issued by the secretary of state stating that a foreign filing entity is in existence or registered may be relied on as conclusive evidence that the foreign filing entity is registered and authorized to transact business in this state.

(f) Subject to any qualification stated in the certificate, a certificate issued by the secretary of state stating that a domestic registered series is in existence may be relied on as conclusive evidence of the existence of the domestic registered series.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84 (S.B. [1442](#)), Sec. 5, eff. September 1, 2009.

Acts 2023, 88th Leg., R.S., Ch. 27 (S.B. [1514](#)), Sec. 6, eff. September 1, 2023.

Sec. 4.006. FORMS ADOPTED BY SECRETARY OF STATE. (a) The secretary of state may adopt forms for a filing instrument or a report authorized or required by this code to be filed with the secretary of state.

(b) A person is not required to use a form adopted by the secretary of state unless this code expressly requires use of that form.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.007. LIABILITY FOR FALSE FILING INSTRUMENTS. (a) A person may recover damages, court costs, and reasonable attorney's

fees if the person incurs a loss and:

(1) the loss is caused by a:

(A) forged filing instrument; or

(B) filed filing instrument that constitutes an offense under Section 4.008; or

(2) the person reasonably relies on:

(A) a false statement of material fact in a filed filing instrument; or

(B) the omission in a filed filing instrument of a material fact required by this code to be included in the instrument.

(b) A person may recover under Subsection (a) from:

(1) each person who forged the forged filing instrument or signed the filing instrument and knew when the instrument was signed of the false statement or omission;

(2) any managerial official of the entity who directed the signing and filing of the filing instrument who knew or should have known when the instrument was signed or filed of the false statement or omission; or

(3) the entity that authorizes the filing of the filing instrument.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.008. OFFENSE; PENALTY. (a) A person commits an offense if the person signs or directs the filing of a filing instrument that the person knows is materially false with intent that the filing instrument be delivered on behalf of an entity to the secretary of state for filing.

(b) An offense under this section is a Class A misdemeanor unless the actor's intent is to defraud or harm another, in which event the offense is a state jail felony.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.009. FILINGS BY REAL ESTATE INVESTMENT TRUST. (a) A filing instrument relating to a domestic real estate investment trust must be filed with the county clerk of the county in which the domestic real estate investment trust's principal place of business

is located.

(b) Subject to other state law governing the requirements for filing instruments with a county clerk, this chapter applies to a filing by a domestic real estate investment trust, except that in relation to such a filing a reference in this chapter to the secretary of state is considered to be a reference to the county clerk of the county in which the domestic real estate investment trust's principal place of business is located.

(c) A filing instrument relating to a foreign real estate investment trust must be filed with the secretary of state and not a county clerk.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

SUBCHAPTER B. WHEN FILINGS TAKE EFFECT

Sec. 4.051. GENERAL RULE. A filing instrument submitted to the secretary of state takes effect on filing, except as permitted by Section 4.052 or as provided by the provisions of this code that apply to the entity making the filing or other law.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.052. DELAYED EFFECTIVENESS OF CERTAIN FILINGS.

(a) Except as provided by Section 4.058, a filing instrument may take effect after the time the instrument would otherwise take effect as provided by this code for the entity filing the instrument.

(b) If the effectiveness of a filing instrument is to be delayed as permitted by this section, the filing instrument may take effect:

- (1) at a specified date;
- (2) at a specified date and time;
- (3) on the occurrence of a specified future event or fact, including an act of any person; or
- (4) after the occurrence of a future event or fact, including the act of any person, at a specified date, at a specified date and time, or after the passage of a specified period of time.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2019, 86th Leg., R.S., Ch. 658 (S.B. [1859](#)), Sec. 4, eff. September 1, 2019.

Sec. 4.053. CONDITIONS FOR DELAYED EFFECTIVENESS. (a) The date, or the date and time, at which a filing instrument takes effect is delayed if the instrument clearly and expressly states, in addition to any other required statement or information:

(1) the specified date, or the specified date and time, at which the instrument takes effect; or

(2) if the instrument takes effect on or after the occurrence of a future event or fact that may occur:

(A) the event or fact that will cause the instrument to take effect;

(B) when the filing instrument is to take effect if the instrument is to take effect after the occurrence of a specified future event or fact; and

(C) the date of the 90th day after the date the instrument is signed.

(b) If the effectiveness of a filing instrument is to be delayed as permitted by Section [4.052](#):

(1) the effective date may not be later than the 90th day after the date the instrument is signed; and

(2) the specified time at which the instrument is to take effect may not be specified as "12:00 a.m." or "12:00 p.m."

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2019, 86th Leg., R.S., Ch. 658 (S.B. [1859](#)), Sec. 4, eff. September 1, 2019.

Sec. 4.054. DELAYED EFFECTIVENESS ON FUTURE EVENT OR FACT. A filing instrument that is to take effect on or after the occurrence of a future event or fact in accordance with Section [4.053](#)(a)(2) and for which the statement required by Section [4.055](#) is filed within the prescribed time takes effect on:

(1) the date, or the date and time, at which the event or fact occurs or is waived; or

(2) the specified date, the specified date and time, or the passage of the specified period of time after the occurrence or waiver of the event or fact.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2019, 86th Leg., R.S., Ch. 658 (S.B. 1859), Sec. 4, eff. September 1, 2019.

Sec. 4.055. STATEMENT OF EVENT OR FACT. An entity that files a filing instrument that takes effect on or after the occurrence of a future event or fact in accordance with Section 4.053(a)(2) must sign and file as provided by Subchapter A, not later than the 90th day after the date the filing instrument is filed, a statement that:

(1) confirms that each event or fact on which the effect of the instrument is conditioned has been satisfied or waived;

(2) states the date, or the date and time, on which the condition was satisfied or waived; and

(3) if the filing instrument was to take effect after the occurrence of a specified future event or fact, states the date, or the date and time, at which the filing instrument took effect.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2019, 86th Leg., R.S., Ch. 658 (S.B. 1859), Sec. 4, eff. September 1, 2019.

Sec. 4.056. FAILURE TO FILE STATEMENT. (a) If the filing instrument is to take effect on or after the occurrence of a future event or fact in accordance with Section 4.053(a)(2) and the statement required by Section 4.055 is not filed before the expiration of the prescribed time, the filing instrument does not take effect. This section does not preclude the filing of a subsequent filing instrument required by this code to make the action or transaction evidenced by the original filing instrument effective.

(b) If the filing instrument is to take effect on or after

the occurrence of a future event or fact and the specified event or fact does not occur and is not waived, the parties to the filing instrument must sign and file a certificate of abandonment as provided by Section 4.057.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. 1737), Sec. 16, eff. September 1, 2007.

Acts 2019, 86th Leg., R.S., Ch. 658 (S.B. 1859), Sec. 4, eff. September 1, 2019.

Sec. 4.057. ABANDONMENT BEFORE EFFECTIVENESS. (a) The parties to a filing instrument may abandon the filing instrument if the instrument has not taken effect.

(b) To abandon a filing instrument the parties to the instrument must file with the filing officer a certificate of abandonment.

(c) A certificate of abandonment must:

(1) be signed on behalf of each entity that is a party to the action or transaction by the person authorized by this code to act on behalf of the entity;

(2) state the nature of the filing instrument to be abandoned, the date of the instrument, and the parties to the instrument; and

(3) state that the filing instrument has been abandoned in accordance with the agreement of the parties.

(d) On the filing of the certificate of abandonment, the action or transaction evidenced by the original filing instrument is abandoned and may not take effect.

(e) If in the interim before a certificate of abandonment is filed the name of an entity that is a party to the action or transaction becomes indistinguishable from the name of another entity already on file or reserved or registered under this code, the filing officer may not file the certificate of abandonment unless the entity by or for whom the certificate is filed changes its name in the manner provided by this code for that entity.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2019, 86th Leg., R.S., Ch. 658 (S.B. 1859), Sec. 5, eff. September 1, 2019.

Sec. 4.058. DELAYED EFFECTIVENESS NOT PERMITTED. The effect of the following filing instruments may not be delayed:

- (1) a reservation of name as provided by Subchapter C, Chapter 5;
- (2) a registration of name as provided by Subchapter D, Chapter 5;
- (3) a statement of event or fact as provided by Section 4.055; or
- (4) a certificate of abandonment as provided by Section 4.057.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.059. ACKNOWLEDGMENT OF FILING WITH DELAYED EFFECTIVENESS. (a) An acknowledgment of filing issued or other action taken by the secretary of state affirming the filing of a filing instrument that has a specific delayed effective date, or a specific delayed effective date and time, must state the date, or the date and time, at which the instrument takes effect.

(b) An acknowledgment of filing issued or other action taken by the secretary of state affirming the filing of a filing instrument the effectiveness of which is delayed until on or after the occurrence of a future event or fact must indicate that the effective date, or the effective date and time, of the instrument is conditioned on the occurrence of a future event or fact.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2019, 86th Leg., R.S., Ch. 658 (S.B. 1859), Sec. 6, eff. September 1, 2019.

SUBCHAPTER C. CORRECTION AND AMENDMENT

Sec. 4.101. CORRECTION OF FILINGS. (a) A filing instrument that has been filed with the secretary of state that is an

inaccurate record of the event or transaction evidenced in the instrument, that contains an inaccurate or erroneous statement, or that was defectively or erroneously signed, sealed, acknowledged, or verified may be corrected by filing a certificate of correction.

(b) A certificate of correction must be signed by the person authorized by this code to sign the filing instrument to be corrected.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84 (S.B. [1442](#)), Sec. 6, eff. September 1, 2009.

Sec. 4.102. LIMITATION ON CORRECTION OF FILINGS. A filing instrument may be corrected to contain only those statements that this code authorizes or requires to be included in the original instrument. A certificate of correction may not alter, add, or delete a statement that by its alteration, addition, or deletion would have caused the secretary of state to determine the filing instrument did not conform to this code at the time of filing.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.103. CERTIFICATE OF CORRECTION. The certificate of correction must:

- (1) state the name of the entity;
- (2) identify the filing instrument to be corrected by description and date of filing with the secretary of state;
- (3) identify the inaccuracy, error, or defect to be corrected; and
- (4) state in corrected form the portion of the filing instrument to be corrected.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.104. FILING CERTIFICATE OF CORRECTION. The certificate of correction shall be filed with and acted on by the secretary of state as provided by Subchapter A. On filing, the secretary of state shall deliver to the entity or its representative an acknowledgment of the filing.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.105. EFFECT OF CERTIFICATE OF CORRECTION. (a) After the secretary of state files the certificate of correction, the filing instrument is considered to have been corrected on the date the filing instrument was originally filed, except as provided by Subsection (b).

(b) As to a person who is adversely affected by the correction, the filing instrument is considered to have been corrected on the date the certificate of correction is filed.

(c) An acknowledgment of filing or a similar instrument issued by the secretary of state before a filing instrument is corrected, with respect to the effect of filing the original filing instrument, applies to the corrected filing instrument as of the date the corrected filing instrument is considered to have been filed under this section.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.106. AMENDMENT OF FILINGS. A filing instrument that an entity files with the secretary of state may be amended or supplemented to the extent permitted by the provisions of this code that apply to that entity.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

SUBCHAPTER D. FILING FEES

Sec. 4.151. FILING FEES: ALL ENTITIES. The secretary of state shall impose the following fees:

- (1) for filing a certificate of correction, \$15;
- (2) for filing an application for reservation or registration of a name, \$40;
- (3) for filing a notice of transfer of a name reservation, \$15;
- (4) for filing an application for renewal of registration of a name, \$40;
- (5) for filing a certificate of merger or conversion, other than a filing on behalf of a nonprofit corporation, \$300 plus,

with respect to a merger, any fee imposed for filing a certificate of formation for each newly created filing entity or, with respect to a conversion, the fee imposed for filing a certificate of formation for the converted entity;

(6) for filing a certificate of exchange, \$300; and

(7) for preclearance of a filing instrument, \$50.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. [1737](#)), Sec. 17, eff. September 1, 2007.

The following section was amended by the 89th Legislature. Pending publication of the current statutes, see S.B. [2411](#), 89th Legislature, Regular Session, for amendments affecting the following section.

Sec. 4.152. FILING FEES: FOR-PROFIT CORPORATIONS. For a filing by or for a for-profit corporation, the secretary of state shall impose the following fees:

(1) for filing a certificate of formation, \$300;

(2) for filing a certificate of amendment, \$150;

(3) for filing an application of a foreign corporation for registration to transact business in this state, \$750;

(4) for filing an application of a foreign corporation for an amended registration to transact business in this state, \$150;

(5) for filing a restated certificate of formation and accompanying statement, \$300;

(6) for filing a statement of change of registered office, registered agent, or both, \$15;

(7) for filing a statement of change of name or address of a registered agent, \$15, except that the maximum fee for simultaneous filings by a registered agent for more than one corporation may not exceed \$750;

(8) for filing a statement of resolution establishing one or more series of shares, \$15;

(9) for filing a certificate of termination, \$40;

(10) for filing a certificate of withdrawal of a

foreign corporation, \$15;

(11) for filing a certificate from the home state of a foreign corporation that the corporation no longer exists in that state, \$15;

(12) for filing a bylaw or agreement restricting transfer of shares or securities other than as an amendment to the certificate of formation, \$15;

(13) for filing an application for reinstatement of a certificate of formation or registration as a foreign corporation following forfeiture under the Tax Code, \$75;

(14) for filing an application for reinstatement of a corporation or registration as a foreign corporation after involuntary termination or revocation, \$75;

(15) for filing a certificate of validation, \$15, plus the filing fee imposed for filing each new filing instrument that is attached as an exhibit to the certificate of validation under Section [21.908\(b\)\(3\)\(C\)](#); and

(16) for filing any instrument as provided by this code for which this section does not expressly provide a fee, \$15.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2005, 79th Leg., Ch. 64 (H.B. [1319](#)), Sec. 10, eff. January 1, 2006.

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. [1737](#)), Sec. 18, eff. September 1, 2007.

Acts 2017, 85th Leg., R.S., Ch. 75 (S.B. [1518](#)), Sec. 1, eff. September 1, 2017.

The following section was amended by the 89th Legislature. Pending publication of the current statutes, see S.B. [2411](#), 89th Legislature, Regular Session, for amendments affecting the following section.

Sec. 4.153. FILING FEES: NONPROFIT CORPORATIONS. For a filing by or for a nonprofit corporation, the secretary of state shall impose the following fees:

(1) for filing a certificate of formation, \$25;

(2) for filing a certificate of amendment, \$25;

(3) for filing a certificate of merger, conversion, or consolidation, without regard to whether the surviving or new corporation is a domestic or foreign corporation, \$50;

(4) for filing a statement of change of a registered office, registered agent, or both, \$5;

(5) for filing a certificate of termination, \$5;

(6) for filing an application of a foreign corporation for registration to conduct affairs in this state, \$25;

(7) for filing an application of a foreign corporation for an amended registration to conduct affairs in this state, \$25;

(8) for filing a certificate of withdrawal of a foreign corporation, \$5;

(9) for filing a restated certificate of formation and accompanying statement, \$50;

(10) for filing a statement of change of name or address of a registered agent, \$15, except that the maximum fee for simultaneous filings by a registered agent for more than one corporation may not exceed \$250;

(11) for filing a report under Chapter 22, \$5;

(12) for filing a report under Chapter 22 to reinstate a corporation's right to conduct affairs in this state, \$5, plus a late fee in the amount of \$5 or in the amount of \$1 for each month or part of a month that the report remains unfiled, whichever amount is greater, except that the late fee may not exceed \$25;

(13) for filing a report under Chapter 22 to reinstate a corporation or registration following involuntary termination or revocation, \$25;

(14) for filing a certificate of validation, \$5, plus the filing fee imposed for filing each new filing instrument that is attached as an exhibit to the certificate of validation under Section 22.508(c)(3)(C); and

(15) for filing any instrument of a domestic or foreign corporation as provided by this code for which this section does not expressly provide a fee, \$5.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2005, 79th Leg., Ch. 64 (H.B. 1319), Sec. 11, eff.

January 1, 2006.

Acts 2019, 86th Leg., R.S., Ch. 664 (S.B. 1969), Sec. 2, eff. September 1, 2019.

Sec. 4.154. FILING FEES: LIMITED LIABILITY COMPANIES. For a filing by or for a limited liability company, the secretary of state shall impose the same fee as the filing fee for a similar instrument under Section 4.152.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.155. FILING FEES: LIMITED PARTNERSHIPS. For a filing by or for a limited partnership, the secretary of state shall impose the following fees:

(1) for filing a certificate of formation or an application for registration as a foreign limited partnership, \$750;

(2) for filing a certificate of amendment or an amendment of registration of a foreign limited partnership, \$150;

(3) for filing a restated certificate of formation, \$300;

(4) for filing a statement for change of registered office, registered agent, or both, \$15;

(5) for filing a statement of change of name or address of a registered agent, \$15, except that the maximum fee for simultaneous filings by a registered agent for more than one limited partnership may not exceed \$750;

(6) for filing a certificate of termination, \$40;

(7) for filing a certificate of withdrawal of a foreign limited partnership, \$15;

(8) for filing a certificate of reinstatement of a limited partnership or registration as a foreign limited partnership after involuntary termination or revocation under Chapter 11 or Chapter 9, \$75;

(9) for filing a periodic report required under Chapter 153, \$50;

(10) for reviving a limited partnership's right to transact business under Chapter 153, \$50 plus a late fee in an

amount equal to the lesser of:

(A) \$25 for each month or part of a month that elapses after the date of the notice of forfeiture; or

(B) \$100;

(11) for reinstatement of a certificate of formation or registration under Chapter 153, \$50 plus a late fee of \$100 and a reinstatement fee of \$75;

(12) for filing any document required or permitted to be filed for a limited liability partnership, the secretary of state shall impose the same fee as the filing fee for a general partnership under Section 4.158. For purposes of calculation of the filing fee, all references to partners in Section 4.158 as applied to limited partnerships mean general partners only; and

(13) for filing any instrument as provided by this code for which this section does not expressly provide a fee, \$15.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2005, 79th Leg., Ch. 64 (H.B. 1319), Sec. 12, eff. January 1, 2006.

Sec. 4.156. FILING FEES: PROFESSIONAL ASSOCIATIONS. For a filing by or for a professional association, the secretary of state shall impose the following fees:

(1) for filing a certificate of formation or an application for registration as a foreign professional association, \$750; and

(2) for filing any other instrument, the fee provided for the filing of a similar instrument under Section 4.152.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2015, 84th Leg., R.S., Ch. 1097 (H.B. 2891), Sec. 1, eff. January 1, 2016.

Sec. 4.157. FILING FEES: PROFESSIONAL CORPORATIONS. For a filing by or for a professional corporation, the secretary of state shall impose the same fee as the filing fee for a similar instrument under Section 4.152.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.158. FILING FEES: GENERAL PARTNERSHIPS. For a filing by or for a general partnership, the secretary of state shall impose the following fees:

(1) for filing a limited liability partnership application, \$200 for each partner;

(2) for filing a limited liability partnership annual report, \$200 for each partner on the date of filing of the report or, in the case of any past due annual report, \$200 for the number of partners as of May 31 of the year that the report was due;

(3) for filing an application for registration by a foreign limited liability partnership, \$200 for each partner in this state, except that the maximum fee may not exceed \$750;

(4) for filing a renewal of registration by a foreign limited liability partnership, \$200 for each partner in this state, except that the maximum fee may not exceed \$750;

(5) for filing a certificate of amendment for a domestic limited liability partnership, \$10, plus \$200 for each partner added by the amendment;

(6) for filing a certificate of amendment for a foreign limited liability partnership, \$10, plus \$200 for each partner in this state added by amendment not to exceed \$750; and

(7) for filing any other filing instrument, the filing fee imposed for a similar instrument under Section [4.155](#).

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. [1737](#)), Sec. 19, eff. September 1, 2007.

Acts 2015, 84th Leg., R.S., Ch. 23 (S.B. [859](#)), Sec. 1, eff. January 1, 2016.

Sec. 4.159. FILING FEES: NONPROFIT ASSOCIATIONS. For a filing by or for a nonprofit association, the secretary of state shall impose the following fees:

(1) for filing a statement appointing an agent to receive service of process, \$25;

(2) for filing an amendment of a statement appointing an agent, \$5;

(3) for filing a cancellation of a statement appointing an agent, \$5;

(4) for filing a certificate of merger or conversion, regardless of whether the surviving or new nonprofit organization is a domestic or foreign entity, \$50; and

(5) for filing any instrument of a nonprofit association as provided by this code for which this section does not expressly provide a fee, \$5.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2017, 85th Leg., R.S., Ch. 75 (S.B. [1518](#)), Sec. 2, eff. September 1, 2017.

Sec. 4.160. FILING FEES: FOREIGN FILING ENTITIES. For a filing by or for a foreign filing entity when no other fee has been provided, the secretary of state shall impose the same fee as the filing fee for a similar instrument under Section [4.151](#) or [4.152](#).

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 4.161. FILING FEES: COOPERATIVE ASSOCIATIONS. For a filing by or for a cooperative association, the secretary of state shall impose the same fee as the filing fee for a similar instrument under Section [4.153](#).

Added by Acts 2005, 79th Leg., Ch. 64 (H.B. [1319](#)), Sec. 13, eff. January 1, 2006.

The following section was amended by the 89th Legislature. Pending publication of the current statutes, see S.B. [2411](#), 89th Legislature, Regular Session, for amendments affecting the following section.

Sec. 4.162. FILING FEES: REGISTERED SERIES OF LIMITED LIABILITY COMPANY. (a) For a filing by or for a registered series of a domestic limited liability company, the secretary of state shall impose the following fees:

(1) for filing a certificate of registered series,

\$300;

(2) for filing a certificate of amendment, \$150; and

(3) for filing a certificate of termination, \$40.

(b) For a filing by or for a registered series of a domestic limited liability company when no other fee has been provided, the secretary of state shall impose the same fee as the filing fee for a similar instrument under Section [4.151](#).

Added by Acts 2021, 87th Leg., R.S., Ch. 43 (S.B. [1523](#)), Sec. 11, eff. June 1, 2022.