

BUSINESS ORGANIZATIONS CODE

TITLE 1. GENERAL PROVISIONS

CHAPTER 5. NAMES OF ENTITIES; REGISTERED AGENTS AND REGISTERED
OFFICES

SUBCHAPTER A. GENERAL PROVISIONS

Sec. 5.001. EFFECT ON RIGHTS UNDER OTHER LAW. (a) The filing of a certificate of formation by a filing entity under this code, an application for registration by a foreign filing entity under this code, a certificate of registered series, or an application for reservation or registration of a name under this chapter does not authorize the use of a name in this state in violation of a right of another under:

- (1) the Trademark Act of 1946, as amended (15 U.S.C. Section 1051 et seq.);
- (2) Chapter 16 or 71, Business & Commerce Code; or
- (3) common law.

(b) The secretary of state shall deliver a notice that contains the substance of Subsection (a) to each of the following:

- (1) a filing entity that files a certificate of formation under this code;
 - (2) a foreign filing entity that registers under this code;
 - (3) a person that reserves a name under Subchapter C;
 - (4) a person that registers a name under Subchapter D;
- and

(5) a registered series of a domestic limited liability company that files a certificate of registered series.

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

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.08, eff. April 1, 2009.

Acts 2021, 87th Leg., R.S., Ch. 43 (S.B. 1523), Sec. 12, eff. June 1, 2022.

Sec. 5.002. EVIDENCE OF ESTABLISHED RIGHT TO

INDISTINGUISHABLE NAME. Notwithstanding Sections 5.053, 5.102, and 5.153, the secretary of state may accept a name if the entity or person seeking acceptance of the filing instrument with the indistinguishable name delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction that establishes the entity's or person's right to the name in this state.

Added by Acts 2017, 85th Leg., R.S., Ch. 503 (H.B. 2856), Sec. 2, eff. June 1, 2018.

SUBCHAPTER B. GENERAL PROVISIONS RELATING TO NAMES OF ENTITIES

Sec. 5.051. ASSUMED NAME. A domestic entity, a protected series or registered series of a domestic limited liability company, or a foreign entity having authority to transact business in this state may transact business under an assumed name by filing an assumed name certificate in accordance with Chapter 71, Business & Commerce Code. The requirements of this subchapter do not apply to an assumed name set forth in an assumed name certificate filed under that chapter.

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

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.09, eff. April 1, 2009.

Acts 2021, 87th Leg., R.S., Ch. 43 (S.B. 1523), Sec. 13, eff. June 1, 2022.

Sec. 5.052. UNAUTHORIZED PURPOSE IN NAME PROHIBITED. (a) A filing entity or a foreign filing entity may not have a name that contains any word or phrase that indicates or implies that the entity is engaged in a business that the entity is not authorized by law to pursue.

(b) A registered series may not have a name that contains any word or phrase that indicates or implies that the registered series is engaged in a business that the registered series is not authorized by law to pursue.

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

Amended by:

Acts 2021, 87th Leg., R.S., Ch. 43 (S.B. 1523), Sec. 14, eff. June 1, 2022.

Sec. 5.053. DISTINGUISHABLE NAMES REQUIRED. (a) The name of a filing entity or registered series of a domestic limited liability company or the name under which a foreign filing entity registers to transact business in this state must be distinguishable in the records of the secretary of state from:

- (1) the name of another existing filing entity;
- (2) the name of a foreign filing entity that is registered under Chapter 9;
- (3) the fictitious name under which a foreign filing entity is registered to transact business in this state;
- (4) a name that is reserved under Subchapter C;
- (5) a name that is registered under Subchapter D; or
- (6) the name of another existing registered series of a domestic limited liability company.

Text of subsection as amended by Acts 2017, 85th Leg., R.S., Ch. 503 (H.B. 2856), Sec. 3

(b) Subsection (a) does not apply if the other entity or the person for whom the name is reserved or registered, as appropriate, provides to the secretary of state a notarized written statement of the entity's or person's consent to the use of the name.

Text of subsection as amended by Acts 2017, 85th Leg., R.S., Ch. 74 (S.B. 1517), Sec. 2

(b) Subsection (a) does not apply if the other entity or the person for whom the name is reserved or registered, as appropriate, provides to the secretary of state a notarized written statement of the entity's or person's consent to the use of the similar name. Sections 4.007 and 4.008 apply to a written consent to the use of a similar name under this subsection to the same extent those sections apply to filing instruments.

Text of subsection as added by Acts 2017, 85th Leg., R.S., Ch. 503

(H.B. 2856), Sec. 3

(c) Subsection (b) does not apply if the secretary of state determines that the names are the same.

Acts 2003, 78th Leg., Ch. 182 (H.B. 1156), Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2015, 84th Leg., R.S., Ch. 1195 (S.B. 1313), Sec. 1, eff. June 19, 2015.

Acts 2017, 85th Leg., R.S., Ch. 74 (S.B. 1517), Sec. 2, eff. September 1, 2017.

Acts 2017, 85th Leg., R.S., Ch. 503 (H.B. 2856), Sec. 3, eff. June 1, 2018.

Acts 2021, 87th Leg., R.S., Ch. 43 (S.B. 1523), Sec. 15, eff. June 1, 2022.

Sec. 5.054. NAME OF CORPORATION, FOREIGN CORPORATION, PROFESSIONAL CORPORATION, OR FOREIGN PROFESSIONAL CORPORATION.

(a) The name of a corporation or foreign corporation must contain:

(1) the word "company," "corporation," "incorporated," or "limited"; or

(2) an abbreviation of one of those words.

(b) Subsection (a) does not apply to a nonprofit corporation or foreign nonprofit corporation.

(c) Instead of a word or abbreviation required by Subsection (a), the name of a professional corporation or foreign professional corporation may contain the phrase "professional corporation" or an abbreviation of the phrase.

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. 20, eff. September 1, 2007.

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. 1737), Sec. 21, eff. September 1, 2007.

Sec. 5.055. NAME OF LIMITED PARTNERSHIP OR FOREIGN LIMITED PARTNERSHIP. (a) The name of a limited partnership or foreign limited partnership must contain:

- (1) the word "limited";
- (2) the phrase "limited partnership"; or
- (3) an abbreviation of that word or phrase.

(b) The name of a domestic or foreign limited partnership that is a limited liability limited partnership must also contain the phrase "limited liability partnership" or an abbreviation of that phrase.

(c) The name of a domestic or foreign limited partnership that is a limited liability limited partnership complies with the requirements of Subsections (a) and (b) if the name of the limited partnership contains the phrase "limited liability limited partnership" or an abbreviation of that phrase.

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. 22, eff. September 1, 2007.

Sec. 5.056. NAME OF LIMITED LIABILITY COMPANY OR FOREIGN LIMITED LIABILITY COMPANY. (a) The name of a limited liability company or a foreign limited liability company doing business in this state must contain:

- (1) the phrase "limited liability company" or "limited company"; or
- (2) an abbreviation of one of those phrases.

(b) A limited liability company formed before September 1, 1993, the name of which complied with the laws of this state on the date of formation but does not comply with this section is not required to change its name.

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

Sec. 5.0561. NAME OF REGISTERED SERIES OF LIMITED LIABILITY COMPANY. The name of a registered series of a limited liability company must contain:

- (1) the phrase "registered series"; or

(2) the abbreviation "RS" or "R.S." of that phrase.
Added by Acts 2021, 87th Leg., R.S., Ch. 43 (S.B. [1523](#)), Sec. 16,
eff. June 1, 2022.

Sec. 5.057. NAME OF COOPERATIVE ASSOCIATION OR FOREIGN
COOPERATIVE ASSOCIATION. (a) The name of a cooperative
association or foreign cooperative association must contain:

- (1) the word "cooperative"; or
- (2) an abbreviation of that word.

(b) A domestic or foreign entity may use the word
"cooperative" in its name to the extent permitted by Section
[251.452](#).

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. 23, eff.
September 1, 2007.

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. [1737](#)), Sec. 24, eff.
September 1, 2007.

Sec. 5.058. NAME OF PROFESSIONAL ASSOCIATION OR FOREIGN
PROFESSIONAL ASSOCIATION. The name of a professional association
or foreign professional association must contain:

- (1) the word "associated," "associates," or
"association";
- (2) the phrase "professional association"; or
- (3) an abbreviation of one of those words or that
phrase.

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. 25, eff.
September 1, 2007.

Sec. 5.059. NAME OF PROFESSIONAL LIMITED LIABILITY COMPANY
OR FOREIGN PROFESSIONAL LIMITED LIABILITY COMPANY. (a) The name of
a professional limited liability company or foreign professional
limited liability company must contain:

- (1) the phrase "professional limited liability

company"; or

(2) an abbreviation of that phrase.

(b) A professional limited liability company or foreign professional limited liability company formed before September 1, 1993, the name of which complied with the laws of this state on the date of formation but does not comply with this section, is not required to change its name.

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. 26, eff. September 1, 2007.

Sec. 5.060. NAME OF PROFESSIONAL ENTITY OR FOREIGN PROFESSIONAL ENTITY; CONFLICTS WITH OTHER LAW OR ETHICAL RULE. The name of a professional entity or foreign professional entity must not be contrary to a statute or regulation of this state that governs a person who provides a professional service through the professional entity or foreign professional entity, including a rule of professional ethics.

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. 27, eff. September 1, 2007.

Sec. 5.061. NAME CONTAINING "LOTTO" OR "LOTTERY" PROHIBITED. A filing entity, a foreign filing entity, or a registered series of a domestic limited liability company may not have a name that contains the word "lotto" or "lottery."

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

Amended by:

Acts 2021, 87th Leg., R.S., Ch. 43 (S.B. [1523](#)), Sec. 17, eff. June 1, 2022.

Sec. 5.062. VETERANS ORGANIZATIONS; UNAUTHORIZED USE OF NAME. (a) Subject to Subsection (b), a filing entity or a registered series of a domestic limited liability company may not have a name that:

(1) reasonably implies that the entity or registered series is created by or for the benefit of war veterans or their families; and

(2) contains the word or phrase, or any variation or abbreviation of:

- (A) "veteran";
- (B) "legion";
- (C) "foreign";
- (D) "Spanish";
- (E) "disabled";
- (F) "war"; or
- (G) "world war."

(b) The prohibition in Subsection (a) does not apply to a filing entity with a name approved in writing by:

(1) a congressionally recognized veterans organization with a name containing the same word or phrase, or variation or abbreviation, contained in the filing entity's name; or

(2) if a veterans organization described by Subdivision (1) does not exist, the state commander of the:

- (A) American Legion;
- (B) Disabled American Veterans of the World War;
- (C) Veterans of Foreign Wars of the United States;
- (D) United Spanish War Veterans; or
- (E) Veterans of the Spanish-American War.

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

Amended by:

Acts 2021, 87th Leg., R.S., Ch. 43 (S.B. [1523](#)), Sec. 18, eff. June 1, 2022.

Sec. 5.063. NAME OF LIMITED LIABILITY PARTNERSHIP. (a) The name of a domestic or foreign limited liability partnership must contain:

- (1) the phrase "limited liability partnership"; or
- (2) an abbreviation of the phrase.

(b) A domestic or foreign limited liability partnership is

not subject to Section 5.053.

(c) A domestic or foreign limited liability partnership that is also a limited partnership must comply with Section 5.055 and not this section.

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

Amended by:

Acts 2005, 79th Leg., Ch. 64 (H.B. 1319), Sec. 14, eff. January 1, 2006.

Sec. 5.064. NAME FALSELY IMPLYING GOVERNMENTAL AFFILIATION PROHIBITED. (a) A filing entity or a foreign filing entity may not use a name in this state that falsely implies an affiliation with a governmental entity.

(b) The submission of a filing instrument is an affirmation by the organizer or by a managerial official named in the filing instrument that the name provided as the name of the filing entity does not falsely imply an affiliation with a governmental entity.

(c) The addition of a word, phrase, or abbreviation that is required to be included in the name of a domestic or foreign filing entity under the provisions of this chapter is not a factor when determining whether a name violates Subsection (a).

(d) For purposes of this section, an entity name means:

(1) the name of a domestic filing entity, as evidenced by its certificate of formation, as amended or restated; or

(2) in the case of a foreign filing entity, the name of the foreign filing entity or the fictitious name of a foreign filing entity, as evidenced by its application for registration or its most recent amended registration.

(e) The secretary of state shall adopt rules and prescribe procedures to implement this section.

Added by Acts 2021, 87th Leg., R.S., Ch. 658 (H.B. 1493), Sec. 2, eff. September 1, 2021.

Sec. 5.065. FALSE IMPLICATION OF GOVERNMENTAL AFFILIATION; AUTHORITY OF SECRETARY OF STATE AND ATTORNEY GENERAL. (a) On the written request of a governmental entity specifying the basis on which a filing entity's or foreign filing entity's name falsely

implies affiliation with the governmental entity, the secretary of state may, in the secretary's reasonable discretion and after consultation with the attorney general, determine not later than the 30th day after the date of the secretary's acceptance of a filing instrument that a filing entity's or a foreign filing entity's name falsely implies an affiliation with a governmental entity in violation of Section 5.064.

(b) If the secretary of state determines under Subsection (a) that a filing entity's or foreign filing entity's name falsely implies an affiliation with a governmental entity, the secretary of state shall notify the entity in writing of the determination. The secretary of state shall provide the filing entity or foreign filing entity an opportunity to respond to the notice not later than the 60th day after the date of the notice, including through the submission of documentation verifying that the entity is affiliated with the governmental entity or by demonstrating that the entity's name does not falsely imply affiliation with the governmental entity. The secretary of state shall make a final determination, based on the filing entity's or foreign filing entity's response, as to whether or not the entity's name falsely implies an affiliation with a governmental entity.

(c) After making a final determination based on the filing entity's or foreign filing entity's response under Subsection (b), the secretary of state shall notify the filing entity or foreign filing entity of the secretary's final determination. If the entity does not timely respond to notice provided to the entity under Subsection (b), the secretary's initial determination becomes final. If the secretary of state finally determines that the filing entity's or foreign filing entity's name falsely implies an affiliation with a governmental entity, not later than the 90th day after the date the secretary of state sends the notification required by Subsection (b), the entity shall:

(1) cease transacting business or operating under that name in this state; and

(2) file with the secretary of state the applicable instrument to amend the entity's name as shown in the records of the secretary of state.

(d) If a filing entity or a foreign filing entity fails to take the action required by Subsection (c)(2), the secretary of state shall notify the attorney general of the entity's failure to file the applicable filing instrument.

(e) The attorney general may bring an action in the name of the state for injunctive relief to require compliance with this section.

(f) An action under this section may be brought in a district court in Travis County.

(g) The attorney general may recover reasonable expenses incurred in obtaining injunctive relief under this section, including court costs, reasonable attorney's fees, and investigatory costs.

(h) The secretary of state shall adopt rules and prescribe procedures to implement this section.

Added by Acts 2021, 87th Leg., R.S., Ch. 658 (H.B. 1493), Sec. 2, eff. September 1, 2021.

SUBCHAPTER C. RESERVATION OF NAMES

Sec. 5.101. APPLICATION FOR RESERVATION OF NAME. (a) Any person may file an application with the secretary of state to reserve the exclusive use of a name under this chapter.

(b) The application must be:

- (1) accompanied by any required filing fee; and
- (2) signed by the applicant or by the agent or attorney of the applicant.

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

Sec. 5.102. LIMITATION ON THE RESERVATION OF CERTAIN NAMES.

(a) The secretary of state may reserve a name under this subchapter only if the name is distinguishable in the records of the secretary of state from:

- (1) the name of an existing filing entity;
- (2) the name of a foreign filing entity that is registered under Chapter 9;
- (3) the fictitious name under which a foreign filing

entity is registered to transact business in this state;

(4) a name that is reserved under this subchapter;

(5) a name that is registered under Subchapter D; or

(6) the name of an existing registered series of a domestic limited liability company.

(b) Subsection (a) does not apply if the other entity or the person for whom the name is reserved or registered, as appropriate, provides to the secretary of state a notarized written statement of the entity's or person's consent to the subsequent reservation of the name.

(c) Subsection (b) does not apply if the secretary of state determines that the names are the same.

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

Amended by:

Acts 2015, 84th Leg., R.S., Ch. 1195 (S.B. [1313](#)), Sec. 2, eff. June 19, 2015.

Acts 2017, 85th Leg., R.S., Ch. 503 (H.B. [2856](#)), Sec. 4, eff. June 1, 2018.

Acts 2021, 87th Leg., R.S., Ch. 43 (S.B. [1523](#)), Sec. 19, eff. June 1, 2022.

Sec. 5.103. ACTION ON APPLICATION. If the secretary of state determines that the name specified in the application is eligible for reservation, the secretary shall reserve that name for the exclusive use of the applicant.

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

Sec. 5.104. DURATION OF RESERVATION OF NAME. The secretary of state shall reserve the name for the applicant until the earlier of:

(1) the 121st day after the date the application is accepted for filing; or

(2) the date the applicant files with the secretary of state a written notice of withdrawal of the reservation.

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

Sec. 5.1041. PROHIBITION ON FEE FOR WITHDRAWAL OF

RESERVATION OF NAME. The secretary of state may not impose a fee for the filing of a written notice of withdrawal of a reservation of name.

Added by Acts 2005, 79th Leg., Ch. 64 (H.B. 1319), Sec. 15, eff. January 1, 2006.

Sec. 5.105. RENEWAL OF RESERVATION. A person may renew the person's reservation of a name under this subchapter for successive 120-day periods if, during the 30-day period preceding the expiration of that reservation, the person:

- (1) files a new application to reserve the name; and
- (2) pays the required filing fee.

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

Sec. 5.106. TRANSFER OF RESERVATION OF NAME. (a) A person may transfer the person's reservation of a name by filing with the secretary of state a notice of transfer.

(b) The notice of transfer must:

- (1) be signed by the person for whom the name is reserved; and
- (2) state the name and address of the person to whom the reservation is to be transferred.

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

SUBCHAPTER D. REGISTRATION OF NAMES

Sec. 5.151. APPLICATION BY CERTAIN ENTITIES FOR REGISTRATION OF NAME. An organization that is authorized to do business in this state as a bank, trust company, savings association, or insurance company, or that is a foreign filing entity not registered to do business in this state under this code, may apply to register its name under this subchapter.

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

Sec. 5.152. APPLICATION FOR REGISTRATION OF NAME. (a) To register a name under this subchapter, an organization must file an application with the secretary of state.

(b) The application must:

(1) state that the organization validly exists and is doing business;

(2) contain a brief statement of the nature of the organization's business;

(3) set out:

(A) the name of the organization;

(B) the name of the jurisdiction under whose laws the organization is formed; and

(C) the date the organization was formed; and

(4) be accompanied by any required filing fee.

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

Sec. 5.153. LIMITATION ON THE REGISTRATION OF CERTAIN NAMES. (a) The secretary of state may register a name under this subchapter only if the name is distinguishable in the records of the secretary of state from:

(1) the name of an existing filing entity;

(2) the name of a foreign filing entity that is registered under Chapter 9;

(3) the fictitious name under which a foreign filing entity is registered to transact business in this state;

(4) a name that is reserved under Subchapter C;

(5) a name that is registered under this subchapter;

or

(6) the name of an existing registered series of a domestic limited liability company.

(b) Subsection (a) does not apply if:

(1) the other entity or the person for whom the name is reserved or registered, as appropriate, provides to the secretary of state a notarized written statement of the entity's or person's consent to the registration of the name; or

(2) the applicant is a bank, trust company, savings association, or insurance company that has been in continuous existence from a date that precedes the date the indistinguishable name is filed with the secretary of state.

(c) Subsection (b) does not apply if the secretary of state

determines that the names are the same.

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

Amended by:

Acts 2015, 84th Leg., R.S., Ch. 1195 (S.B. 1313), Sec. 3, eff. June 19, 2015.

Acts 2017, 85th Leg., R.S., Ch. 503 (H.B. 2856), Sec. 5, eff. June 1, 2018.

Acts 2021, 87th Leg., R.S., Ch. 43 (S.B. 1523), Sec. 20, eff. June 1, 2022.

Sec. 5.154. DURATION OF REGISTRATION OF NAME. The registration of a name under this subchapter is effective until the earlier of:

(1) the first anniversary of the date the application is accepted for filing; or

(2) the date the entity files with the secretary of state a written notice of withdrawal of the registration.

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

Sec. 5.155. RENEWAL OF REGISTRATION. A person may renew the person's registration of a name under this subchapter for successive one-year periods if, during the 90-day period preceding the expiration of that registration, the person:

(1) files an application to renew the registration of the name; and

(2) pays the required filing fee.

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

SUBCHAPTER E. REGISTERED AGENTS AND REGISTERED OFFICES

Sec. 5.200. DEFINITIONS. In this subchapter:

(1) "Registered agent filing" means:

(A) the certificate of formation or similar organizational document of a domestic represented entity;

(B) the application for registration of a foreign represented entity;

(C) an appointment of agent by an unincorporated

nonprofit association under Section [252.011](#);

(D) an appointment of agent by a Texas financial institution under Section [201.103](#), Finance Code;

(E) an appointment of agent by a defense base development authority under Section [379B.004\(b\)](#), Local Government Code;

(F) a statement by a represented entity to change the entity's registered agent, registered office, or both;

(G) a certificate of merger or certificate of conversion;

(H) a certificate of amendment to the certificate of formation or similar organizational document or the registration of a represented entity;

(I) a restated certificate of formation or similar organizational document of a represented entity;

(J) any other instrument that is required or permitted by law to be filed by a represented entity that effects a change or correction to the instruments listed in Paragraphs (A)-(I); and

(K) a certificate of reinstatement filed under Chapter [9](#) or [11](#).

(2) "Represented domestic entity" means:

(A) a filing entity;

(B) an unincorporated nonprofit association for which an appointment of agent has been filed;

(C) a Texas financial institution for which an appointment of agent has been filed;

(D) a defense base development authority for which an appointment of agent has been filed; or

(E) any corporation, association, or other organization incorporated or organized under any special statute of this state, that is governed wholly or partly by this code, or to which the general corporate laws are applicable.

(3) "Represented entity" means a represented domestic entity or represented foreign entity.

(4) "Represented foreign entity" means:

(A) a foreign filing entity for which a

registration has been filed;

(B) a foreign limited liability partnership for which a registration has been filed;

(C) a foreign financial institution for which a registration has been filed; or

(D) any corporation, association, or other organization incorporated or organized under the laws of a jurisdiction other than this state that is granted authority to conduct its affairs in this state under any special statute of this state, that is governed wholly or partly by this code, or to which the general corporate laws are applicable.

Added by Acts 2009, 81st Leg., R.S., Ch. 1123 (H.B. 1787), Sec. 1, eff. January 1, 2010.

Sec. 5.201. DESIGNATION AND MAINTENANCE OF REGISTERED AGENT AND REGISTERED OFFICE. (a) Each filing entity and each foreign filing entity shall designate and continuously maintain in this state:

(1) a registered agent; and

(2) a registered office.

(b) The registered agent:

(1) is an agent of the entity on whom may be served any process, notice, or demand required or permitted by law to be served on the entity;

(2) may be:

(A) an individual who:

(i) is a resident of this state; and

(ii) has consented in a written or electronic form to be developed by the office of the secretary of state to serve as the registered agent of the entity; or

(B) an organization, other than the filing entity or foreign filing entity to be represented, that:

(i) is registered or authorized to do business in this state; and

(ii) has consented in a written or electronic form to be developed by the office of the secretary of state to serve as the registered agent of the entity; and

(3) must maintain a business office at the same address as the entity's registered office.

(c) The registered office:

(1) must be located at a street address where process may be personally served on the entity's registered agent;

(2) is not required to be a place of business of the filing entity or foreign filing entity; and

(3) may not be solely a mailbox service or a telephone answering service.

(d) A registered agent that is an organization must have an employee available at the registered office during normal business hours to receive service of process, notice, or demand. Any employee of the organization may receive service at the registered office.

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. 28, eff. September 1, 2007.

Acts 2009, 81st Leg., R.S., Ch. 1123 (H.B. [1787](#)), Sec. 2, eff. January 1, 2010.

Acts 2011, 82nd Leg., R.S., Ch. 1151 (H.B. [2047](#)), Sec. 1, eff. September 1, 2011.

Sec. 5.2011. CONSENT TO SERVE AS REGISTERED AGENT. (a) The designation or appointment of a person as registered agent by an organizer or managerial official of an entity in a registered agent filing is an affirmation by the organizer or managerial official that the person named as registered agent has consented to serve in that capacity.

(b) If a person designated or appointed as registered agent in a registered agent filing before the sale, acquisition, or transfer of a majority-in-interest or majority interest of the outstanding ownership or membership interests of the represented entity continues to serve in that capacity after the sale, acquisition, or transfer, the person's continuation of service is an affirmation by the governing authority of the represented entity that the governing authority has verified that the person named as

registered agent has consented to continue to serve in that capacity.

Added by Acts 2009, 81st Leg., R.S., Ch. 1123 (H.B. 1787), Sec. 3, eff. January 1, 2010.

Sec. 5.202. CHANGE BY ENTITY TO REGISTERED OFFICE OR REGISTERED AGENT. (a) A filing entity or foreign filing entity may change its registered office, its registered agent, or both by filing a statement of the change in accordance with Chapter 4.

(b) The statement must contain:

- (1) the name of the entity;
- (2) the name of the entity's registered agent;
- (3) the street address of the entity's registered agent;
- (4) if the change relates to the registered agent, the name of the entity's new registered agent;
- (5) if the change relates to the registered office, the street address of the entity's new registered office;
- (6) a recitation that the change specified in the statement is authorized by the entity; and
- (7) a recitation that the street address of the registered office and the street address of the registered agent's business are the same.

(c) On acceptance of the statement by the filing officer, the statement is effective as an amendment to the appropriate provision of:

- (1) the filing entity's certificate of formation; or
- (2) the foreign filing entity's registration.

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

Sec. 5.203. CHANGE BY REGISTERED AGENT TO NAME OR ADDRESS OF REGISTERED OFFICE. (a) The registered agent of a filing entity or a foreign filing entity may change its name, its address as the address of the entity's registered office, or both by filing a statement of the change in accordance with Chapter 4.

(b) The statement must be signed by the registered agent, or a person authorized to sign the statement on behalf of the

registered agent, and must contain:

(1) the name of the entity represented by the registered agent;

(2) the name of the entity's registered agent and the address at which the registered agent maintained the entity's registered office;

(3) if the change relates to the name of the registered agent, the new name of that agent;

(4) if the change relates to the address of the registered office, the new address of that office; and

(5) a recitation that written notice of the change was given to the entity at least 10 days before the date the statement is filed.

(c) On acceptance of the statement by the filing officer, the statement is effective as an amendment to the appropriate provision of:

(1) the filing entity's certificate of formation; or

(2) the foreign filing entity's registration.

(d) A registered agent may file a statement under this section that applies to more than one entity.

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

Sec. 5.204. RESIGNATION OF REGISTERED AGENT. (a) A registered agent of a filing entity or a foreign filing entity may resign as the registered agent by giving notice to that entity and to the appropriate filing officer.

(b) Notice to the entity must be given to the entity at the address of the entity most recently known by the agent.

(c) Notice to the filing officer must be given before the 11th day after the date notice under Subsection (b) is mailed or delivered and must include:

(1) the address of the entity most recently known by the agent;

(2) a statement that written notice of the resignation has been given to the entity; and

(3) the date on which that written notice of resignation was given.

(d) On compliance with Subsections (b) and (c), the appointment of the registered agent and the designation of the registered office terminate. The termination is effective on the 31st day after the date the secretary of state receives the notice.

(e) If the filing officer finds that a notice of resignation received by the filing officer conforms to Subsections (b) and (c), the filing officer shall:

(1) notify the entity of the registered agent's resignation; and

(2) file the resignation in accordance with Chapter 4, except that a fee is not required to file the resignation.

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

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 1123 (H.B. 1787), Sec. 4, eff. January 1, 2010.

Sec. 5.205. REJECTION OF APPOINTMENT. (a) A person designated or appointed as an entity's registered agent in a registered agent filing without the person's consent may terminate the person's appointment or designation as registered agent by filing a statement of rejection of appointment with the filing officer.

(b) The statement of rejection of appointment must:

(1) be signed by the person named as registered agent;

(2) contain the name of the represented entity; and

(3) contain a statement certifying that the person did not consent to serve as the represented entity's registered agent on the date on which the registered agent filing on which the person is named as registered agent took effect.

(c) On acceptance of the statement of rejection of appointment by the filing officer, the designation or appointment of that person as registered agent and the designation of the registered office terminate.

(d) On termination of the designation or appointment of a registered agent and the designation of the registered office, the secretary of state shall send notice to the represented entity of the necessity to designate or appoint a new registered agent and

registered office in accordance with Section [9.101](#) or [11.251](#), as applicable.

(e) The filing officer may not charge a fee for the filing of a statement of rejection of appointment.

Added by Acts 2009, 81st Leg., R.S., Ch. 1123 (H.B. [1787](#)), Sec. 5, eff. January 1, 2010.

Sec. 5.206. DUTIES OF REGISTERED AGENT. (a) The only duties of a registered agent are to:

(1) receive or accept, and forward to the represented entity at the address most recently provided to the registered agent by the represented entity, or otherwise notify the represented entity at that address regarding, any process, notice, or demand that is served on or received by the registered agent; and

(2) provide the notices required or permitted by law to be given to the represented entity to the address most recently provided to the registered agent by the represented entity.

(b) A person named as the registered agent for a represented entity in a registered agent filing without the person's consent is not required to perform the duties prescribed by this section.

Added by Acts 2009, 81st Leg., R.S., Ch. 1123 (H.B. [1787](#)), Sec. 5, eff. January 1, 2010.

Sec. 5.207. DESIGNATION OF REGISTERED AGENT WITHOUT CONSENT; PENALTIES AND LIABILITIES. Sections [4.007](#) and [4.008](#) apply with respect to a false statement in a registered agent filing that names a person the registered agent of a represented entity without the person's consent.

Added by Acts 2009, 81st Leg., R.S., Ch. 1123 (H.B. [1787](#)), Sec. 5, eff. January 1, 2010.

Sec. 5.208. IMMUNITY FROM LIABILITY. (a) A person designated or appointed as the registered agent of a represented entity is not liable solely because of the person's designation or appointment as registered agent for the debts, liabilities, or obligations of the represented entity.

(b) A person who has been designated or appointed as a

registered agent in a registered agent filing but has not consented to serve as the represented entity's registered agent may not be held liable:

(1) under a judgment, decree, or order of a court, agency, or tribunal of any type, or in any other manner, in this or any other state, or on any other basis, for a debt, obligation, or liability of the represented entity, whether arising in contract, tort, or otherwise, solely because of the person's designation or appointment as registered agent; or

(2) to the represented entity or to a person who reasonably relied on the unauthorized designation or appointment solely because of the person's failure or refusal to perform the duties of a registered agent under Section 5.206.

Added by Acts 2009, 81st Leg., R.S., Ch. 1123 (H.B. 1787), Sec. 5, eff. January 1, 2010.

SUBCHAPTER F. SERVICE OF PROCESS ON ENTITY

Sec. 5.251. FAILURE TO DESIGNATE REGISTERED AGENT. The secretary of state is an agent of an entity for purposes of service of process, notice, or demand on the entity if:

(1) the entity is a filing entity or a foreign filing entity and:

(A) the entity fails to appoint or does not maintain a registered agent in this state; or

(B) the registered agent of the entity cannot with reasonable diligence be found at the registered office of the entity; or

(2) the entity is a foreign filing entity and:

(A) the entity's registration to do business under this code is revoked; or

(B) the entity transacts business in this state without being registered as required by Chapter 9.

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

Sec. 5.252. SERVICE ON SECRETARY OF STATE. (a) Service on the secretary of state under Section 5.251 is effected by:

(1) delivering to the secretary duplicate copies of the process, notice, or demand; and

(2) accompanying the copies with any fee required by law, including this code or the Government Code, for:

(A) maintenance by the secretary of a record of the service; and

(B) forwarding by the secretary of the process, notice, or demand.

(b) Notice on the secretary of state under Subsection (a) is returnable in not less than 30 days.

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

Sec. 5.253. ACTION BY SECRETARY OF STATE. (a) After service in compliance with Section 5.252, the secretary of state shall immediately send one of the copies of the process, notice, or demand to the named entity.

(b) The notice must be:

(1) addressed to the most recent address of the entity on file with the secretary of state; and

(2) sent by certified mail, with return receipt requested.

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

Sec. 5.254. REQUIRED RECORDS OF SECRETARY OF STATE. The secretary of state shall keep a record of each process, notice, or demand served on the secretary under this subchapter and shall record:

(1) the time when each service on the secretary was made; and

(2) each subsequent action of the secretary taken in relation to that service.

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

Sec. 5.255. AGENT FOR SERVICE OF PROCESS, NOTICE, OR DEMAND AS MATTER OF LAW. For the purpose of service of process, notice, or demand:

(1) the president and each vice president of a

domestic or foreign corporation is an agent of that corporation;

(2) each general partner of a domestic or foreign limited partnership and each partner of a domestic or foreign general partnership is an agent of that partnership;

(3) each manager of a manager-managed domestic or foreign limited liability company and each member of a member-managed domestic or foreign limited liability company is an agent of that limited liability company;

(4) each person who is a governing person of a domestic or foreign entity, other than an entity listed in Subdivisions (1)-(3), is an agent of that entity; and

(5) each member of a committee of a nonprofit corporation authorized to perform the chief executive function of the corporation is an agent of that corporation.

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

Sec. 5.256. OTHER MEANS OF SERVICE NOT PRECLUDED. This chapter does not preclude other means of service of process, notice, or demand on a domestic or foreign entity as provided by other law.

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

Sec. 5.257. SERVICE OF PROCESS BY POLITICAL SUBDIVISION.

(a) A process, notice, or demand required or permitted by law to be served by a political subdivision of this state or by a person, including another political subdivision or an attorney, acting on behalf of a political subdivision in connection with the collection of a delinquent ad valorem tax may be served on a domestic or foreign corporation whose corporate privileges are forfeited under Section 171.251, Tax Code, a domestic or foreign limited liability company whose right to transact business in this state is forfeited under Section 171.2515, Tax Code, or a corporation or limited liability company that is involuntarily terminated under Chapter 11 or whose registration is revoked under Chapter 9 by delivery of the process, notice, or demand to any officer or director of the corporation or manager or member of the limited liability company, as listed in the most recent records of the secretary of state.

(b) If the officers or directors of a corporation or the managers or members of the limited liability company are unknown or cannot be found, service on the corporation or limited liability company may be made in the same manner as service is made on unknown shareholders under law.

(c) Notwithstanding any disability or reinstatement of a corporation or limited liability company, service of process under this section is sufficient for a judgment against the corporation or limited liability company or a judgment in rem against any property to which the corporation or limited liability company holds title.

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

Amended by:

Acts 2011, 82nd Leg., R.S., Ch. 7 (S.B. 582), Sec. 1, eff. September 1, 2011.

SUBCHAPTER F-1. SERVICE OF PROCESS ON SERIES OF LIMITED LIABILITY COMPANY OR FOREIGN ENTITY

Sec. 5.301. APPLICABILITY OF SUBCHAPTER. (a) This subchapter applies to service of process, notice, or demand on a series of a domestic limited liability company or a series of a foreign entity.

(b) For purposes of this subchapter, a reference to a "series" is intended to be a reference to a protected series or registered series of a domestic limited liability company or to a series of a foreign entity that has the power to sue or be sued as a separate series under the laws of the jurisdiction of formation of the foreign entity.

Added by Acts 2017, 85th Leg., R.S., Ch. 74 (S.B. 1517), Sec. 4, eff. September 1, 2017.

Amended by:

Acts 2021, 87th Leg., R.S., Ch. 43 (S.B. 1523), Sec. 21, eff. June 1, 2022.

Sec. 5.302. AGENT FOR SERIES. (a) The registered agent designated and maintained by a domestic limited liability company

or foreign entity under Subchapter E is an agent of each series of the company or entity for the purpose of service of process, notice, or demand required or permitted by law to be served on a particular series of the company or entity.

(b) A process, notice, or demand required or permitted by law to be served on a series of a domestic limited liability company or foreign entity that is served on the company's or entity's registered agent must include:

(1) the name of the company or entity; and

(2) the name of the series on which the process, notice, or demand is required or permitted to be served.

Added by Acts 2017, 85th Leg., R.S., Ch. 74 (S.B. 1517), Sec. 4, eff. September 1, 2017.

Sec. 5.303. DUTIES OF REGISTERED AGENT. (a) For purposes of Section 5.206, on service or receipt of process, notice, or demand that complies with the requirements of Section 5.302(b), the only duties of the registered agent are to:

(1) receive or accept, and forward to the represented domestic limited liability company or foreign entity at the address most recently provided to the registered agent by the represented company or entity, the process, notice, or demand that is served on or received by the registered agent under Section 5.302(b); or

(2) otherwise notify the represented company or entity at the address described by Subdivision (1) regarding the process, notice, or demand that is served on or received by the registered agent under Section 5.302(b).

(b) The registered agent is not required to send a copy of the process, notice, or demand directly to the series of the represented domestic limited liability company or foreign entity.

Added by Acts 2017, 85th Leg., R.S., Ch. 74 (S.B. 1517), Sec. 4, eff. September 1, 2017.

Sec. 5.304. SERVICE ON SECRETARY OF STATE. (a) The secretary of state is an agent of a series of a domestic limited liability company or foreign entity for purposes of service of process, notice, or demand on the series of the company or entity if

the secretary of state is the agent of the company or entity pursuant to Section 5.251.

(b) The duplicate copies of a process, notice, or demand that are delivered to the secretary of state pursuant to Section 5.252(a) as agent for a series of a domestic limited liability company or foreign entity must include:

(1) the name of the company or entity; and

(2) the name of the series of the company or entity on which the process, notice, or demand is to be served.

(c) For purposes of Section 5.253, after service on the secretary of state in compliance with the requirements of Subsection (b), the secretary of state shall send to the domestic limited liability company or foreign entity named in the process, notice, or demand one of the copies of the process, notice, or demand as provided in Section 5.253.

(d) The secretary of state is not required to send a copy of the process, notice, or demand directly to the series of the named domestic limited liability company or foreign entity.

Added by Acts 2017, 85th Leg., R.S., Ch. 74 (S.B. 1517), Sec. 4, eff. September 1, 2017.

Sec. 5.305. SERVICE ON GOVERNING PERSONS. (a) Each governing person of a series of a domestic limited liability company as described by Section 101.608 is an agent of the series for the purpose of service of process, notice, or demand required or permitted by law to be served on the series.

(b) Each governing person of a series of a foreign entity is an agent of the series for the purpose of service of process, notice, or demand required or permitted by law to be served on the series.

Added by Acts 2017, 85th Leg., R.S., Ch. 74 (S.B. 1517), Sec. 4, eff. September 1, 2017.

Sec. 5.306. SERVICE OF PROCESS BY POLITICAL SUBDIVISION. (a) For purposes of Section 5.257, a process, notice, or demand may be served on a series of a domestic limited liability company by delivery of the process, notice, or demand to any governing person

of the series as described by Section [101.608](#).

(b) For purposes of Section [5.257](#), a process, notice, or demand may be served on a series of a foreign entity by delivery of the process, notice, or demand to any governing person of the series.

(c) If the governing persons of a series of a domestic limited liability company or foreign entity are unknown or cannot be found, service on the series of the company or entity may be made in the same manner as service is made on unknown shareholders under law.

(d) Notwithstanding any disability or reinstatement of a domestic limited liability company or foreign entity, service of process under this section is sufficient for a judgment against a series of the company or entity or a judgment in rem against any property to which a series of the company or entity holds title.

Added by Acts 2017, 85th Leg., R.S., Ch. 74 (S.B. [1517](#)), Sec. 4, eff. September 1, 2017.