AN ACT

ENTITLED, An Act to permit the filing of certain documents with the secretary of state by electronic means and to provide penalties for false filings.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF SOUTH DAKOTA:

Section 1. That § 59-11-2 be amended to read as follows:

59-11-2. Terms used in this chapter mean:

(1) "Authorized person," any person given written authorization by the entity to submit a document for filing;

(2) "Commercial registered agent," an individual or a domestic or foreign entity listed under § 59-11-7;

(3) "Domestic entity," an entity whose internal affairs are governed by the law of this state;

(4) "Electronic means," the electronic method or medium of communication supported by the secretary of state;

(5) "Entity," a person that has a separate legal existence or has the power to acquire an interest in real property in its own name other than:

(a) An individual;

(b) A testamentary, inter vivos, or charitable trust;

(c) An association or relationship that is not a partnership by reason of § 48-7A-202(c) or a similar provision of the law of any other jurisdiction;

(d) A decedent's estate; or

(e) A public corporation, government or governmental subdivision, agency, or instrumentality, or quasi-governmental instrumentality;

(6) "Execution," the act of an authorized person causing the document to be signed and submitted for filing;

(7) "Filing entity," any domestic corporation, domestic cooperative, domestic limited liability company, domestic nonprofit corporation, domestic limited liability partnership, or domestic limited partnership;

(8) "Foreign entity," an entity other than a domestic entity;

(9) "Foreign qualification document," an application for a certificate of authority or other foreign qualification filing with the secretary of state by a foreign entity;

(10) "Governance interest," the right under the organic law or organic rules of an entity, other than as a governor, agent, assignee, or proxy, to:

(a) Receive or demand access to information concerning, or the books and records of, the entity;

(b) Vote for the election of the governors of the entity; or

(c) Receive notice of or vote on any or all issues involving the internal affairs of the entity;

(11) "Governor," a person by or under whose authority the powers of an entity are exercised and under whose direction the business and affairs of the entity are managed pursuant to the organic law and organic rules of the entity;

(12) "Interest," a share or membership in a corporation;

(13) "Interest holder," a direct holder of an interest;

(14) "Jurisdiction of organization," with respect to an entity, the jurisdiction whose law includes the organic law of the entity;

(15) "Noncommercial registered agent," a person that is not listed as a commercial registered agent under § 59-11-7 and that is:

(a) An individual or a domestic or foreign entity that serves in this state as the agent for service of process of an entity; or

(b) The individual who holds the office or other position in an entity that is designated as the agent for service of process pursuant to subsection 59-11-6(2)(b);

(16) "Nonqualified foreign entity," a foreign entity that is not authorized to transact business in this state pursuant to a filing with the secretary of state;

(17) "Nonresident LLP statement,":

(a) A statement of qualification of a domestic limited liability partnership that does not have an office in this state; or

(b) A statement of foreign qualification of a foreign limited liability partnership that does not have an office in this state;

(18) "Organic law," the statutes, if any, other than this chapter, governing the internal affairs of an entity;

(19) "Organic rules," the public organic document and private organic rules of an entity;

(20) "Person," an individual, corporation, estate, trust, partnership, limited liability company, business or similar trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity;

(21) "Private organic rules," the rules, whether or not in a record, that govern the internal affairs of an entity, are binding on all of its interest holders, and are not part of its public organic document, if any;

(22) "Public organic document," the public record the filing of which creates an entity, and any amendment to or restatement of that record;

(23) "Qualified foreign entity," any foreign corporation, foreign cooperative, foreign limited liability company, foreign nonprofit corporation, foreign limited liability partnership, or foreign limited partnership;

(24) "Record," information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form;

(25) "Registered agent," a commercial registered agent or a noncommercial registered agent;

(26) "Registered agent filing,":

(a) The public organic document of a domestic filing entity;

(b) A nonresident LLP statement; or

(c) A foreign qualification document;

(27) "Represented entity,":

(a) A domestic filing entity;

(b) A domestic or qualified foreign limited liability partnership that does not have an office in this state; or

(c) A qualified foreign entity;

(28) "Sign," with present intent to authenticate or adopt a record:

(a) To execute or adopt a tangible symbol; or

(b) To attach to or logically associate with the record an electronic sound, symbol, or process;

(29) "Transferable interest," the right under an entity's organic law to receive distributions from the entity;

(30) "Type," with respect to an entity, means a generic form of entity:

(a) Recognized at common law; or

(b) Organized under an organic law, whether or not some entities organized under that organic law are subject to provisions of that law that create different categories of the form of entity.

Section 2. That chapter 59-11 be amended by adding thereto a NEW SECTION to read as

follows:

No person may execute an annual report, a statement of change, or an annual farm report knowing it is false in any material respect. Any violation of this section is subject to a civil penalty not to exceed five hundred dollars.

Section 3. That chapter 59-11 be amended by adding thereto a NEW SECTION to read as follows:

Any annual report, statement of change, and annual farm report may be submitted by electronic means.

An Act to permit the filing of certain documents with the secretary of state by electronic means and to provide penalties for false filings.

==========

I certify that the attached Act originated in the

SENATE as Bill No. 51

_____
Secretary of the Senate

==========

_____
President of the Senate

Attest:

_____
Secretary of the Senate

_____
Speaker of the House

Attest:

_____
Chief Clerk

Senate Bill No. 51
File No. ____
Chapter No. _____

==========

Received at this Executive Office this _____ day of _____ ,

20____ at _____ M.

By _____
for the Governor

==========

The attached Act is hereby approved this _____ day of _____ , A.D., 20___

_____
Governor

==========

STATE OF SOUTH DAKOTA,
ss.
Office of the Secretary of State

Filed _____ , 20___
at _____ o'clock __ M.

_____
Secretary of State

By _____
Asst. Secretary of State