ASSEMBLY, No. 3626

STATE OF NEW JERSEY

219th LEGISLATURE

INTRODUCED MARCH 5, 2020

Sponsored by:
Assemblywoman AURA K. DUNN
District 25 (Morris and Somerset)

SYNOPSIS

Mandates certification of consent for being named as registered agent of corporation.

CURRENT VERSION OF TEXT

As introduced.

AN ACT establishing penalties for naming a registered agent without consent and supplementing chapter 4 of Title 14A of the New Jersey Statutes.

BE IT ENACTED *by the Senate and General Assembly of the State of New Jersey:*

1. a. A corporation shall obtain the consent of a person or corporation before designating the person or corporation as a registered agent. A certification of the designee indicating the consent of the designee shall be included with:

(1) the initial documentation of the designation of a registered agent, pursuant to N.J.S.14A:2-7;

(2) the certification of a change in registered agent filed pursuant to N.J.S.14A:4-3; and

(3) the annual report filed pursuant to N.J.S.14A:4-5.

b. Any corporation that designates a registered agent without submitting certification of the written consent of the designee shall have its certificate of incorporation revoked by the State Treasurer. If certification of the written consent of the registered agent is not included in the filings as required by subsection a. of this act, the State Treasurer shall issue a proclamation declaring that the certificate of incorporation of the corporation has been revoked, and that all powers conferred by law upon it shall thereafter be inoperative and void. The proclamation of the State Treasurer shall be filed in the office of the State Treasurer.

2. This act shall take effect immediately.

STATEMENT

This bill requires that a corporation's documentation of appointment of a registered agent shall include a certification from the designated registered agent that the agent consents to the appointment. The State Treasurer is required to revoke the articles of incorporation of a corporation that designates a registered agent without the agent's consent. Certification of the consent of the designee shall be included in a corporation's initial documentation designating the registered agent, the certification of change in registered agent certification submitted to the State Treasurer, and annual report indicating the corporation's registered agent.

Current law provides procedures for designated registered agents to discharge their responsibilities; this bill would add a requirement for affirmative consent for the initial appointment of a registered agent and all subsequent appointments.