



**State of Tennessee**  
**PUBLIC CHAPTER NO. 99**

**SENATE BILL NO. 1312**

**By Johnson**

Substituted for: House Bill No. 1826

**By Lundberg**

AN ACT to amend Tennessee Code Annotated, Title 48 and Title 61, relative to business organizations.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF TENNESSEE:

SECTION 1. Tennessee Code Annotated, Section 48-24-203(b)(2), is amended by replacing the reference "(a)(3)" with the reference "(a)(4)" and the reference "(a)(1)" with the reference "(a)(2)".

SECTION 2. Tennessee Code Annotated, Section 48-25-303(b)(2), is amended by replacing the reference "(a)(3)" with the reference "(a)(4)" and the reference "(a)(1)" with the reference "(a)(2)".

SECTION 3. Tennessee Code Annotated, Section 48-64-203(b)(2), is amended by replacing the reference "(a)(3)" with the reference "(a)(4)" and the reference "(a)(1)" with the reference "(a)(2)".

SECTION 4. Tennessee Code Annotated, Section 48-65-303(b)(2), is amended by replacing the reference "(a)(3)" with the reference "(a)(4)" and the reference "(a)(1)" with the reference "(a)(2)".

SECTION 5. Tennessee Code Annotated, Section 48-245-303(a)(1), is amended by deleting the word "Contain" and by substituting instead the language "Be accompanied by".

SECTION 6. Tennessee Code Annotated, Section 48-245-303(b)(1), is amended by deleting the language "contains the confirmation of good standing and" and by substituting instead the language "is accompanied by the confirmation of good standing and contains the".

SECTION 7. Tennessee Code Annotated, Section 48-245-303(b)(2), is amended by replacing the reference "(a)(3)" with the reference "(a)(4)" and the reference "(a)(1)" with the reference "(a)(2)".

SECTION 8. Tennessee Code Annotated, Section 48-246-503(a)(1), is amended by deleting the word "Contain" and by substituting instead the language "Be accompanied by".

SECTION 9. Tennessee Code Annotated, Section 48-246-503(b)(1), is amended by deleting the language "contains the confirmation of good standing and" and by substituting instead the language "is accompanied by the confirmation of good standing and contains the".

SECTION 10. Tennessee Code Annotated, Section 48-246-503(b)(2), is amended by replacing the reference "(a)(3)" with the reference "(a)(4)" and the reference "(a)(1)" with the reference "(a)(2)".

SECTION 11. Tennessee Code Annotated, Section 48-249-102(10), is amended by replacing the references to subdivision "(9)", wherever it appears, with references to subdivision "(10)".

SECTION 12. Tennessee Code Annotated, Section 48-249-102(11), is amended by replacing the reference to subdivisions "(10)(A)-(C)" with a reference to subdivisions "(11)(A)-(C)".

SECTION 13. Tennessee Code Annotated, Section 48-249-102(13), is amended by replacing the reference to subdivision "(12)", where it appears, with a reference to subdivision "(13)".

SECTION 14. Tennessee Code Annotated, Section 48-249-606(a)(1), is amended by deleting the word "Contain" and by substituting instead the language "Be accompanied by".

SECTION 15. Tennessee Code Annotated, Section 48-249-606(b)(1), is amended by deleting the language "contains the confirmation of good standing and" and by substituting instead the language "is accompanied by the confirmation of good standing and contains the".

SECTION 16. Tennessee Code Annotated, Section 48-249-606(b)(2), is amended by replacing the reference "(a)(3)" with the reference "(a)(4)" and the reference "(a)(1)" with the reference "(a)(2)".

SECTION 17. Tennessee Code Annotated, Section 48-249-907(a), is amended by deleting the language "certificate of cancellation of authority" in both places where such language appears prior to subdivision (1) and by substituting instead the language "certificate of cancellation of certificate of authority".

SECTION 18. Tennessee Code Annotated, Section 48-249-912(a), is amended by adding the language "certificate of" between the language "a certificate of cancellation of" and the language "authority following administrative revocation" in the place where such language appears prior to subdivision (1) and by adding the language "certificate of" between the word "The" and the language "cancellation of certificate of authority shall set forth" in the place where such word and language appear prior to subdivision (1).

SECTION 19. Tennessee Code Annotated, Section 61-2-101(12), is amended by replacing the reference to subdivision "(11)", where it appears, with a reference to subdivision "(12)".

SECTION 20. Tennessee Code Annotated, Section 61-2-204(a)(4), is amended by deleting the word "another" and by substituting instead the language "an other".

SECTION 21. Tennessee Code Annotated, Section 61-2-208, is amended by replacing the reference to "§ 61-2-201(a)(1)-(3)" with a reference to "§ 61-2-201(a)(1)-(4)".

SECTION 22. Tennessee Code Annotated, Section 61-2-1103(a), is amended by replacing the reference to "§ 61-2-1207(a)(3)" with a reference to "§ 61-2-1207(a)".

SECTION 23. Tennessee Code Annotated, Section 48-11-301(d), is amended by deleting the language "or legal".

SECTION 24. Tennessee Code Annotated, Section 48-11-301(l), is amended by inserting the language "or other electronic means" between the language "transmission" and the punctuation ".,".

SECTION 25. Tennessee Code Annotated, Section 48-11-309, is amended by deleting subsection (c) in its entirety and by substituting instead the following:

(c) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the secretary of state is effective as of the date on the certificate and may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in this state and is in good standing.

SECTION 26. Tennessee Code Annotated, Section 48-51-309, is amended by deleting subsection (c) in its entirety and by substituting instead the following:

(c) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the secretary of state is effective as of the date on the certificate and may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in this state and is in good standing.

SECTION 27. Tennessee Code Annotated, Section 48-247-101(d), is amended by deleting the language "or legal".

SECTION 28. Tennessee Code Annotated, Section 48-249-1005(d), is amended by deleting the language "or legal".

SECTION 29. Tennessee Code Annotated, Section 61-2-1101(d), is amended by deleting the language "or legal".

SECTION 30. This act shall take effect upon becoming a law, the public welfare requiring it.

SENATE BILL NO. 1312

PASSED: April 4, 2011

  
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RON RAMSEY  
SPEAKER OF THE SENATE

  
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BETH HARWELL, SPEAKER  
HOUSE OF REPRESENTATIVES

APPROVED this 21<sup>st</sup> day of April 2011

  
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BILL HASLAM, GOVERNOR