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# A BILL FOR AN ACT

RELATING TO BUSINESS REGISTRATION.

**BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF HAWAII:**

1 SECTION 1. Section 414D-273, Hawaii Revised Statutes, is  
2 amended by amending subsection (a) to read as follows:

3 "(a) A foreign corporation may apply for a certificate of  
4 authority to transact business in this State by delivering an  
5 application to the department director for filing. The  
6 application shall set forth:

- 7 (1) The name of the foreign corporation or, if its name is  
8 unavailable for use in this State, a corporate name  
9 that satisfies the requirements of section 414D-276;
- 10 (2) The name of the state or country under whose law it is  
11 incorporated;
- 12 (3) The date of incorporation and period of duration;
- 13 (4) The mailing address of the corporation's principal  
14 office, the street address of its [~~initial~~] registered  
15 office in this State, and the name of its [~~initial~~]  
16 registered agent at its [~~initial~~] registered office[+]  
17 in this State;



1 (5) The names and usual business [~~or home~~] addresses of  
2 its current directors and officers; and

3 (6) Whether the foreign corporation has members."

4 SECTION 2. Section 428-1002, Hawaii Revised Statutes, is  
5 amended by amending subsection (a) to read as follows:

6 "(a) A foreign limited liability company may apply for a  
7 certificate of authority to transact business in this State by  
8 delivering an application to the director for filing. The  
9 application shall set forth:

10 (1) The name of the foreign limited liability company or,  
11 if its name is unavailable for use in this State, a  
12 name that satisfies the requirements of section 428-  
13 1005;

14 (2) The name of the state or country under whose law it is  
15 organized;

16 (3) A representation and warranty that a list of the names  
17 of and addresses of all members and their respective  
18 capital contributions are kept and will be kept at its  
19 principal office until cancellation, in accordance  
20 with section 428-1007, of the foreign limited  
21 liability company's authority to transact business in  
22 this State;



- 1 (4) The mailing address of its principal office, the  
2 street address of its [~~initial~~] registered office in  
3 this State, and the name of its [~~initial~~] registered  
4 agent at its [~~initial~~] registered office in this  
5 State;
- 6 (5) Whether the duration of the company is for a specified  
7 term and, if so, the period specified;
- 8 (6) Whether the company is manager-managed, and:  
9 (A) If so, the name and address of each manager; or  
10 (B) If not, the name and address of each member;
- 11 (7) Whether the members of the company are to be liable  
12 for its debts and obligations under a provision  
13 similar to section 428-303(c); and
- 14 (8) Any additional information as may be necessary or  
15 appropriate to enable the director to determine  
16 whether the foreign limited liability company is  
17 entitled to obtain authority to transact business in  
18 this State."

19 SECTION 3. Statutory material to be repealed is bracketed  
20 and stricken. New statutory material is underscored.

21 SECTION 4. This Act shall take effect on July 1, 2034.



**Report Title:**

Business Registration; Foreign Business Entities

**Description:**

Clarifies the business registration requirements for foreign nonprofit corporations and foreign limited liability companies. Effective date is 2034.

