

Form 428—General Information (Rejection of Appointment)

The attached form is drafted to meet minimal statutory filing requirements pursuant to the relevant code provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.

Commentary

A person designated as the registered agent of an entity *on or after January 1, 2010* must consent in a written or electronic form to serve as the entity's registered agent. Section 5.205 of the Texas Business Organizations Code (BOC) permits a person named as an entity's registered agent to terminate the appointment as registered agent when the designation or appointment was made without that person's consent. On acceptance of the rejection of appointment by the secretary of state, the appointment of that person as registered agent and the designation of the registered office terminate. On termination of the appointment, the secretary of state will notify the entity of its need to designate or appoint a new registered agent and registered office.

A person appointed before January 1, 2010 or a person who consented to act as an entity's registered agent at the time of the person's appointment would resign as agent by following the procedures of section 5.204 of the BOC. Use **Form 402** rather than this form to resign as registered agent.

Instructions for Form

- **Items 1-2—Entity Information:** The rejection of appointment must contain the legal name of the entity for which the person filing the rejection is shown as the registered agent. It is recommended that the file number assigned to the entity by the secretary of state be provided to facilitate processing of the document.
- **Item 3—Statement of Rejection of Appointment:** *A rejection of appointment applies to an appointment made on or after January 1, 2010.* By signing the rejection of appointment, a person is certifying that the person did not consent to serve as the represented entity's registered agent on the date on which the filing instrument designating that person as registered agent took effect.
- **Execution:** The rejection of appointment must be signed by the person named as the entity's registered agent. The rejection of appointment need not be notarized. However, before signing, please read the statements on this form carefully. *A person commits an offense under section 4.008 of the BOC if the person signs or directs the filing of a filing instrument the person knows is materially false with the intent that the instrument be delivered to the secretary of state for filing. The offense is a Class A misdemeanor unless the person's intent is to harm or defraud another, in which case the offense is a state jail felony.*
- **Payment and Delivery Instructions:** There is no filing fee for a rejection of appointment.

Submit the completed form in duplicate. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed. In addition, the secretary of state will notify an organizer or a managerial official of the entity of the termination of the appointment and the necessity of designating a new registered agent and office.

Form 428
Revised (01/10)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: No fee



This space reserved for office use.

Rejection of Appointment

The undersigned person, currently listed in the records of the secretary of state as the registered agent authorized to receive service of process for the entity named below, submits this rejection of appointment.

Entity Information

1. The name of the entity for which the undersigned is designated as registered agent is:

State the name of the represented entity as currently shown in the records of the secretary of state.

2. The file number issued by the secretary to the entity is: _____

Statement of Rejection of Appointment

3. The undersigned certifies that the person did not consent to serve as the registered agent of the entity named above on the date on which the registered agent filing in which the person is named as registered agent took effect.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: _____

Signature of person rejecting appointment as agent

Printed or typed name of person rejecting appointment as agent