

Form 408—General Information
(Change by Registered Agent to Name or Address)

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

This form has been promulgated to comply with the provisions of the Texas Business Organizations Code (BOC). Section 5.203 of the BOC allows a registered agent to change its name or its address by filing a statement of the change with the secretary of state. A registered agent may file a statement under this section that applies to more than one entity and includes multiple types of entities. Please note, however, that there are individual fees as well as maximum fees for each different type of entity so the statement must group the entities by type to properly calculate the fees applicable to each type of entity.

On acceptance and filing of the statement by the secretary of state, the statement is effective as an amendment to the appropriate provision of the certificate of formation of each domestic entity or the registration of each foreign filing entity listed on the statement.

This form cannot be used to change the individual or organization named as the registered agent of an entity. If the intent is to name a new registered agent, use Form 401 rather than this form.

Instructions for Form

- **Registered Agent Information:** List the name of the registered agent as it currently appears in the records of the secretary of state.
- **Entity Information:** The statement of change must contain the legal name of the entity or entities represented by the registered agent. It is recommended that the file number assigned to the represented entity by the secretary of state be provided to facilitate processing of the document. The entity type must be shown for the entity listed. An attachment to the form is provided for listing additional entities.
- **Address of Registered Agent:** Complete this section to effect a change to the registered office address maintained by the agent. The current address at which the registered agent maintained the entity's or entities' registered office must be shown. The new address at which the registered agent will maintain the entity's or entities' registered office must be shown. The registered office must be located at a street address where service of process may be personally served on the registered agent during normal business hours; the registered office may not be solely a mailbox service or a telephone answering service (BOC § 5.201).
- **New Name of Registered Agent:** Complete this section to effect a change to the name of the registered agent. It is not appropriate to file this form if a new or different person will serve as the agent. The use of this form is limited to the circumstances under which the same individual or organization continues to serve as the registered agent under a new name.
- **Notice:** Section 5.203 of the BOC requires that the registered agent give written notice of the change in name or address to each entity represented by the agent and listed on the statement of change.

The notice must be given at least 10 days before the date the statement is submitted for filing with the secretary of state. The statement of change must recite that the notice has been given as required by law.

- **Effectiveness of Filing:** A statement of change becomes effective when filed by the secretary of state (option A). However, pursuant to sections 4.052 and 4.053 of the BOC the effectiveness of the instrument may be delayed to a date not more than ninety (90) days from the date the instrument is signed (option B). The effectiveness of the instrument also may be delayed on the occurrence of a future event or fact, other than the passage of time (option C). If option C is selected, you must state the manner in which the event or fact will cause the instrument to take effect and the date of the 90th day after the date the instrument is signed. In order for the instrument to take effect under option C, the entity must, within ninety (90) days of the filing of the instrument, file a statement with the secretary of state regarding the event or fact pursuant to section 4.055 of the BOC.

On the filing of a document with a delayed effective date or condition, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective or evidence that the effectiveness was conditioned on the occurrence of a future event or fact.

- **Execution:** Pursuant to section 5.203(b) of the BOC the statement must be signed by the registered agent, or a person authorized to sign on behalf of the agent.

The statement of change 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:** The statement of change that lists a single entity is **\$15**. If multiple entities are listed, the fee is the number of entities times the filing fee for the type of entity. There are maximums for each group of entity types. The maximum fees are:

For-profit corporations	\$750
Limited liability companies	\$750
Limited partnerships	\$750
Professional corporations	\$750
Professional associations	\$750
Nonprofit corporations and cooperative associations	\$250

If the registered agent represents different types of entities, and maximum fees would be applicable, please consider submitting the statement of change electronically through SOSDirect (<http://www.sos.state.tx.us/corp/sosda/index.shtml>). SOSDirect will allow you to browse the SOS database to retrieve and attach an electronic file of the entities represented.

Fees may be paid by personal checks, money orders, LegalEase debit cards, or American Express, Discover, MasterCard and Visa credit cards. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Submit the completed form in duplicate along with the filing fee. 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. If a document is transmitted by fax, credit card information must accompany the transmission (Form 807). 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.

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