

1993 Assembly Bill 820

Date of enactment: **December 13, 1993**
Date of publication*: **December 27, 1993**

1993 WISCONSIN ACT 112

AN ACT to amend 13.31, 13.62 (5), 13.62 (12), 13.64 (1) (b), 14.38 (12), 14.38 (14) (intro.), 19.44 (1) (f), 25.17 (3) (bh), 25.17 (4), 25.18 (2) (b), 25.18 (2) (c), 29.33 (2) (c), 30.40 (9), 32.19 (2) (h) 1, 38.51 (1) (d), 48.375 (7) (d) 2, 49.053 (1), 49.43 (10), 49.45 (9s), 50.05 (1) (a) 3, 50.90 (2), 66.053 (1) (b), 66.058 (1) (h), 66.073 (3) (f), 66.29 (1) (a), 66.293 (3) (n) 4, 66.43 (6) (a), 66.43 (9) (a), 66.43 (9) (c), 66.43 (11), 66.431 (9) (a) 1, 66.431 (12), 66.905 (1) (a), 68.06, 70.105 (3) (c), 70.375 (1) (d), 71.02 (1), 71.03 (1), 71.04 (1) (a), 71.04 (3) (title), 71.04 (3) (a) (intro.), 71.04 (3) (a) 1, 71.04 (3) (a) 2, 71.04 (3) (a) 3, 71.04 (3) (b), 71.04 (3) (c) (intro.), 71.04 (3) (c) 1, 71.04 (3) (c) 2, 71.04 (3) (c) 3, 71.04 (3) (c) 4, 71.04 (7) (e) 8, 71.05 (6) (a) 10, 71.05 (6) (a) 15, 71.05 (9), 71.05 (22) (b) 4, 71.07 (2di) (a) 2, 71.07 (2di) (a) 3, 71.07 (2di) (b) 3, 71.07 (2dj) (c), 71.07 (2dL) (e), 71.07 (2ds) (b), 71.07 (3m) (a) 1. b., 71.07 (3m) (a) 6, 71.07 (9m) (d), 71.07 (9m) (f), 71.07 (10) (b), subch. III (title) of ch. 71, 71.19, 71.20 (1), 71.21 (1), 71.21 (2), 71.21 (3), 71.21 (4), 71.22 (1), 71.25 (5) (a) 14., 71.25 (9) (e) 8., 71.26 (2) (a), 71.28 (1di) (a) 2., 71.28 (1di) (a) 3., 71.28 (1di) (b) 3., 71.28 (1dj) (c), 71.28 (1dL) (e), 71.28 (1ds) (b), 71.28 (2m) (a) 1. b., 71.28 (2m) (a) 6., 71.28 (4) (i), 71.28 (6) (d), 71.28 (6) (f), 71.45 (2) (a) 10., 71.47 (1di) (a) 2., 71.47 (1di) (a) 3., 71.47 (1di) (b) 3., 71.47 (1dj) (c), 71.47 (1dL) (e), 71.47 (1ds) (b), 71.47 (2m) (a) 1. b., 71.47 (2m) (a) 6., 71.47 (4) (i), 71.47 (6) (d), 71.47 (6) (f), 71.58 (8), 71.63 (3) (intro.), 71.65 (1) (a) (intro.), 71.65 (1) (a) 1., 71.71 (1) (a) (intro.), 71.71 (1) (a) 1., 71.78 (1), 71.83 (1) (a) 3., 71.83 (1) (b) 2., 71.83 (1) (b) 3., 71.83 (1) (b) 6., 71.83 (2) (a) 1., 71.83 (2) (b) 1., 71.83 (2) (b) 2., 73.03 (8), 73.03 (20), 75.61 (2), 76.38 (1) (bg), 77.21 (1e), 77.51 (10), 77.51 (14g) (h), 77.52 (12), 77.53 (17r) (g), 77.60 (9), 77.92 (4), 77.93 (2), 77.93 (5), 77.947, 78.68 (7), 84.011, 84.076 (1) (b) (intro.), 84.30 (10) (c), 85.25 (2) (c) (intro.), 91.01 (9), 91.75 (2) (a) 2., 92.03 (4) (intro.), 94.38 (13), 94.66 (1) (b), 94.67 (5) (a) (intro.), 99.02 (1), 100.03 (1) (a) 1., 100.03 (13), 100.201 (1) (b) 2., 100.201 (1) (f) 2., 100.235 (1) (a) 1., 100.24, 101.87 (1), 102.04 (2), 102.07 (15), 102.075, 102.51 (7), 103.275 (2) (a) 3., 103.37 (3), 103.49 (7) (d), 107.15 (2) (b), 107.15 (4) (a) 1., 107.15 (4) (d) 1., 108.02 (13) (a), 108.02 (15) (dm) 2. b., 108.02 (15) (do) 1. d., 108.02 (15) (k) 8., 108.16 (2) (g), 108.16 (2) (h), 108.16 (8) (c) 1., 108.22 (9), 111.02 (10), 112.01 (1) (d), 112.06 (1) (c), 112.06 (1) (e), 112.10 (4) (a), 112.10 (4) (d), 125.02 (14), 125.04 (4), 125.04 (5) (c), 125.04 (6) (title) and (a), 125.04 (6) (b) (intro.), 125.04 (6) (b) 2., 125.04 (6) (c), 125.04 (6) (d), 125.04 (6) (e), 125.04 (6) (f), 125.07 (3) (a) 10., 125.26 (2m), 125.28 (1), 125.30 (3), 125.31 (1), 125.32 (1) (a) (intro.), 125.32 (2), 125.33 (1), 125.51 (3) (bm), 125.51 (3m) (c), 125.52 (3), 125.53 (2), 125.54 (2), 125.58 (2), 125.65 (4) (b), 125.65 (4) (d), 125.68 (1) (a) (intro.), 125.68 (2), 127.01 (1), 128.16 (1), 133.02 (3), 133.10 (1), 133.12, 133.13 (1), 133.15 (1), 134.45 (1) (a), 134.45 (3) (b), 134.71 (5) (d) (intro.), 134.71 (7) (a) 1., 136.01 (1), 138.05 (5), 138.052 (10), 138.053 (4) (a), 138.055 (5) (a), 138.056 (8) (a), 138.09 (3) (a), 138.09 (3) (f), 138.12 (3) (c), 139.34 (9), 144.01 (9m), 144.61 (9), 144.84 (1), 144.84 (3), 144.88, 145.06 (3), 146.81 (1) (j), 147.015 (11), 150.41, 150.61 (3), 155.01 (7), 159.01 (5m), 159.13 (1) (g), 175.05 (1) (d), 177.01 (5), 177.01 (6), 178.01 (2) (e), 179.02 (2) (a), 179.02 (4), 179.04 (1) (b), 179.23 (2) (a), 179.32 (9), 179.65, 179.82 (4), 180.0103 (8), 180.0401 (2) (b), 180.0401 (3) (a), 180.0501 (2), 180.0501 (3), 180.0850 (2) (b), 180.1130 (1) (a), 180.1140 (2) (a), 180.1506 (2) (b), 180.1506 (3) (a), 180.1507 (2), 180.1507 (3), 181.02 (7), 181.04 (6), 181.04 (13), 181.041 (2) (b), 181.06 (3) (intro.), 181.08, 181.095 (2), 181.16 (3), 181.59, 185.034 (2) (b), 185.11 (2), 185.45 (5), 186.03, 186.082 (2) (b), 186.11 (2) (b), 186.113 (1m) (a) 2., 186.29 (2) (b), 187.20 (1) (b), 194.01 (10), 194.04 (3) (c) 1., 196.78, 214.01 (1) (rm), 214.485 (4), 214.52 (1), 215.512 (1) (b), 217.05 (2), 218.01 (3) (e), 218.01 (3x) (d) 3. b., 218.02 (1) (a),

1993 Assembly Bill 820

218.02 (3) (b), 218.02 (5) (a), 218.04 (1) (f), 218.04 (4) (a), 218.05 (3) (a) 1., 218.21 (3), 218.31 (2), 218.41 (7), 220.18, 221.02, 221.205, 223.057, 223.10, 223.105 (1) (b), 227.41 (2) (c), 230.046 (6), 234.03 (28), 234.65 (6) (a) 4., 242.01 (9), 343.66 (2), 343.66 (4), 345.375, 348.20 (1), 403.105 (1) (h), 403.110 (1) (g), 409.402 (7), 421.301 (28), 440.26 (2) (a) 1., 440.26 (2) (b), 440.26 (4), 440.72 (2) (a) (intro.), 440.72 (2) (b), 440.77 (2), 440.93 (1) (intro.), 551.02 (13) (b), 560.036 (1) (e) 1. (intro.), 560.036 (1) (ep) (intro.), 560.036 (1) (fm) (intro.), 560.12 (4) (intro.), 560.86 (4) (intro.), 562.025 (1) (a), 562.025 (1) (b), 562.025 (2) (a), 562.025 (2) (b), 562.05 (3), 562.05 (5) (b) 4., 562.05 (5) (c) 1., 562.05 (5) (c) 2., 563.22 (1) (c), 563.24, 565.05 (2) (b), 565.10 (2), 565.10 (3) (c) 4., 565.25 (3) (b) 4., 565.25 (4), 601.31 (1) (L) 2, 628.04 (1) (b) 1., 628.04 (1) (b) 2., 628.08, 633.14 (2) (intro.), 633.14 (2) (c) 1. to 4., 635.02 (3f), 635.02 (7) (a), 635.20 (12) (a), 647.02 (2) (a), 701.19 (4) (a), 701.19 (5) (title), 701.20 (8) (intro.), 701.20 (9) (c), 701.20 (10), 705.01 (1), 706.09 (1) (f), 710.02 (1) (c) 1., 767.27 (1), 801.05 (1) (c), 801.05 (8), 801.11 (5) (intro.), (a) and (b), 804.05 (2) (e), 804.06 (1) (b), 804.07 (1) (b), 804.08 (1) (a), 805.07 (5), 813.02 (3), 813.09, 815.18 (3) (j) 6. c., 857.25 (1) (a), 857.27, 885.25 (title), (1), (2) and (3), 891.20, 891.21, 891.31, 893.60, 893.93 (2) (b), 895.36, 943.39 (1), 946.82 (2), 967.05 (1) (b), 968.05, 970.02 (1) (c), 971.02 (1), 971.32 and 973.17; and **to create** 11.01 (6L), 23.51 (2L), 50.03 (3) (b) 3L, 50.05 (1) (a) 1L, 71.01 (8g), 71.58 (1) (cm), 77.25 (15s), 77.51 (14g) (bm), 77.51 (14g) (cm), 77.51 (14g) (em), 77.53 (17r) (dm), 77.93 (3m), 102.31 (1) (dL), 103.275 (2) (a) 2L, 108.02 (13) (kL), 108.04 (1) (g) 1L, 125.04 (3) (a) 4L, 134.71 (5) (d) 2L, 138.12 (4) (b) 3L, 147.025 (3) (aL), 157.065 (1) (b) 7., 180.0401 (2) (a) 8., 180.1506 (2) (a) 8, ch. 183, 218.21 (2) (dL), 218.31 (1) (bL), 242.01 (7) (a) 5, 242.01 (7) (bL), 341.51 (4) (bL), 440.72 (2) (a) 3, 551.02 (13) (c), 562.05 (5) (b) 1L, 562.05 (7) (a) 1L, 562.05 (7) (ag) 1L, 565.10 (3) (c) 1L, 565.25 (3) (b) 1L, 701.19 (5) (aL), 766.588 (9) (form) schedule A, I. EL, 766.589 (10) (form) schedule A, I. EL, 766.70 (3) (aL) and 800.02 (3) (a) 8 of the statutes, **relating to:** authorizing limited liability companies; and providing a penalty.

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows:

SECTION 1. 11.01 (6L) of the statutes is created to read:

11.01 (6L) "Corporation" includes a limited liability company.

SECTION 2. 13.31 of the statutes is amended to read:

13.31 Witnesses; how subpoenaed. The attendance of witnesses before any committee of the legislature, or of either house thereof, appointed to investigate any subject matter, may be procured by subpoenas signed by the presiding officer and chief clerk of the senate or assembly. Such subpoenas shall state when and where, and before whom, the witness is required to appear, and may require such attendance forthwith or on a future day named and the production of books, records, documents and papers therein to be designated, and may also require any officer of any corporation or limited liability company, or other person having the custody of the keys, books, records, documents or papers of any such ~~corporation~~ business entity, to produce the same before such committee. Such subpoenas may be served by any person and shall be returned to the chief clerk of the house which issued the same as subpoenas from the circuit court are served and returned.

SECTION 3. 13.62 (5) of the statutes is amended to read:

13.62 (5) "Business entity" means any organization or enterprise operated for profit, including but not limited to a proprietorship, partnership, firm, business trust, joint venture, syndicate, corporation, limited liability company or association.

SECTION 4. 13.62 (12) of the statutes is amended to read:

13.62 (12) "Principal" means any person who employs a lobbyist. If an association, corporation, limited liability company or partnership engages a lobbyist, an officer, employe, member, shareholder or partner of the association, corporation, limited liability company or partnership shall not be considered a principal.

SECTION 5. 13.64 (1) (b) of the statutes is amended to read:

13.64 (1) (b) If the principal is a business entity, a description of the business activity in which the principal is engaged and the name of its chief executive officer, or in the case of a partnership or limited liability company the names of the partners or members.

SECTION 6. 14.38 (12) of the statutes is amended to read:

14.38 (12) (title) DISCRIMINATION BY CORPORATIONS OR LIMITED LIABILITY COMPANIES. If a complaint is made to the secretary of state that any corporation or limited liability company authorized to do business in this state is guilty of discrimination under s. 100.22, refer the matter to the department of agriculture, trade and consumer protection, which shall, if the facts justify it in its judgment, cause appropriate administrative or judicial proceedings to be commenced against the corporation or limited liability company and its officers or managers and members.

SECTION 7. 14.38 (14) (intro.) of the statutes is amended to read:

14.38 (14) NAME OF DRAFTER ON DOCUMENTS. (intro.) No articles of incorporation, articles of organization, articles of amendment, articles of merger, consolidation

1993 Assembly Bill 820

or share exchange, articles of dissolution, restated articles of incorporation, certificate of abandonment, or statement or articles of revocation of voluntary dissolution, provided for pursuant to ch. 180, 181, 183, 185 or 187 and no certificate of limited partnership, certificate of amendment, restated certificate of limited partnership or certificate of cancellation, provided for pursuant to ch. 179, shall be filed by the secretary of state unless the name of the individual who, or the governmental agency which, drafted such document is printed, typewritten, stamped or written thereon in a legible manner. A document complies with this subsection if it contains a statement in the following form: "This document was drafted by (Name)". This subsection shall not apply to a document executed prior to December 1, 1967, or to:

SECTION 8. 19.44 (1) (f) of the statutes is amended to read:

19.44 (1) (f) If the individual who is required to file or a member of his or her immediate family received \$1,000 or more of his or her income for the preceding taxable year from a partnership, limited liability company, corporation electing to be taxed as a partnership under subchapter S of the federal internal revenue code or service corporation under ss. 180.1901 to 180.1921 in which the individual or a member of his or her immediate family, severally or in the aggregate, has a 10% or greater interest, the identity of each payer from which the organization received \$1,000 or more of its income for its preceding taxable year, except that if the individual who is required to file identifies the general nature of the business in which he or she or his or her immediate family is engaged then no identification need be made of a decedent's estate or an individual, not acting as a representative of an organization, unless the individual is a lobbyist as defined in s. 13.62. In addition, no identification need be made of payers from which dividends or interest are received.

SECTION 9. 23.51 (2L) of the statutes is created to read:

23.51 (2L) "Corporation" includes a limited liability company.

SECTION 10. 25.17 (3) (bh) of the statutes is amended to read:

25.17 (3) (bh) Invest the fixed retirement investment trust and state life fund in loans secured by mortgages upon unencumbered and improved real property in the United States or Canada when such real estate is leased to a corporation or limited liability company incorporated, organized or existing under the laws of the United States or any state, district or territory thereof, or Canada or any province thereof, whose income available for fixed charges for the period of 5 fiscal years next preceding the date of the investment has averaged not less than 1.5 times its average annual fixed charges applicable to such period, if there is pledged and assigned, either absolutely or conditionally, as additional security for the loan

either the lease or sufficient of the rentals payable thereunder to repay the principal and interest of the loan within the unexpired term of the lease. Real property and leasehold estates are not encumbered within the meaning of this section by reason of the existence of unpaid assessments and taxes not delinquent, mineral, oil or timber rights, easements or rights-of-way for public highways, private roads, railroads, telegraph, telephone, electric light and power lines, drains, sewers or other similar easements or rights-of-way, liens for service and maintenance of water rights when not delinquent, party wall agreements, building restrictions, or other restrictive covenants or conditions, with or without a reversionary clause, or leases under which rents or profits are reserved to the owner. The foregoing limitations and restrictions shall not apply to real estate loans which are insured under the national housing act by the federal housing administration or to real estate loans made under ch. 219, or insured under policies of insurance issued by responsible mortgage insurance companies.

SECTION 11. 25.17 (4) of the statutes is amended to read:

25.17 (4) Invest the funds of the fixed retirement investment trust in loans, securities or investments in addition to those permitted by any other statute including investments in corporations or limited liability companies which are in the venture capital stage. The aggregate of the loans, securities and investments made under this subsection shall not exceed 15% of the admitted assets of that trust. Investments in corporations or limited liability companies which are in the venture capital stage shall not exceed 2% of the admitted assets of that trust.

SECTION 12. 25.18 (2) (b) of the statutes is amended to read:

25.18 (2) (b) Have its employees, agents or other representatives represent the board in meetings of shareholders, limited liability companies, partnerships or associations.

SECTION 13. 25.18 (2) (c) of the statutes is amended to read:

25.18 (2) (c) Have any of its employees serve as an officer of a corporation in which it owns voting stock, or have any of its employees serve as an officer of a company, joint venture or association, or as a manager of a limited liability company, in which it owns an interest.

SECTION 14. 29.33 (2) (c) of the statutes is amended to read:

29.33 (2) (c) *Nonresident defined.* For the purpose of this section, the term "nonresident" shall include any individual who is not a resident under s. 29.01 (12), any individual applying for a license for use of nets on a boat registered or of record at a port outside of the state, or any partnership, association ~~or~~ corporation or limited liability company any of whose stock, boats, nets and fishing equipment has been owned by a nonresident at any time

1993 Assembly Bill 820

during the 2 years immediately prior to the application for a license.

SECTION 15. 30.40 (9) of the statutes is amended to read:

30.40 (9) “Person” means a natural person, corporation, limited liability company, partnership, association, cooperative, municipality or other local governmental unit, private or public utility, municipal power district, estate or trust, the United States, a federal agency, the state of Wisconsin or a state agency.

SECTION 16. 32.19 (2) (h) 1. of the statutes is amended to read:

32.19 (2) (h) 1. Any individual, partnership, limited liability company, corporation or association which owns a business concern; or

SECTION 17. 38.51 (1) (d) of the statutes is amended to read:

38.51 (1) (d) “Person” means any individual, partnership, association, ~~or~~ corporation or limited liability company, or any combination thereof.

SECTION 18. 48.375 (7) (d) 2. of the statutes is amended to read:

48.375 (7) (d) 2. Counsel for the minor, or the member of the clergy who filed the petition on behalf of the minor, if any, shall immediately, upon notification under subd. 1 or 1m that the court has granted or denied the petition, notify the minor. If the court has granted the petition, counsel for the minor, or the member of the clergy who filed the petition on behalf of the minor, if any, shall hand deliver a certified copy of the court order to the person who intends to perform or induce the abortion. If with reasonable diligence the person who intends to perform or induce the abortion cannot be located for delivery, then counsel for the minor, or the member of the clergy who filed the petition on behalf of the minor, if any, shall leave a certified copy of the order with the person’s agent at the person’s principal place of business. If a clinic or medical facility is specified in the petition as the corporation, limited liability company, partnership or other unincorporated association that employs the person who intends to perform or induce the abortion, then counsel for the minor, or the member of the clergy who filed the petition on behalf of the minor, if any, shall hand deliver a certified copy of the order to an agent of the corporation, limited liability company, partnership or other unincorporated association at its principal place of business. There may be no service by mail or publication. The person or agent who receives the certified copy of the order under this subdivision shall place the copy in the minor’s medical record.

SECTION 19. 49.053 (1) of the statutes is amended to read:

49.053 (1) In this section, “employer” means a governmental unit, an individual, a corporation, including a nonprofit corporation, a limited liability company, a partnership or any other association.

SECTION 20. 49.43 (10) of the statutes is amended to read:

49.43 (10) “Provider” means a person, corporation, limited liability company, partnership, unincorporated business or professional association and any agent or employe thereof who provides medical assistance under ss. 49.45 to 49.47, 49.49 and 49.495.

SECTION 21. 49.45 (9s) of the statutes is amended to read:

49.45 (9s) DISCLOSURE. Any person who is an employe of, or an owner, partner, member, stockholder or investor in, any legal entity providing services which are reimbursed under this section, shall notify the department, on forms provided by the department for that purpose, if such person is an employe of, or an owner, partner, member, stockholder or investor in, any other legal entity providing services which are reimbursed under this section.

SECTION 22. 50.03 (3) (b) 3L of the statutes is created to read:

50.03 (3) (b) 3L. If any person named in response to subd. 1 or 2 is a limited liability company, then each member.

SECTION 23. 50.05 (1) (a) 1L of the statutes is created to read:

50.05 (1) (a) 1L. With respect to a limited liability company, each member thereof.

SECTION 24. 50.05 (1) (a) 3. of the statutes is amended to read:

50.05 (1) (a) 3. With respect to a natural person: any person related in the first degree of kinship to that person; each partnership and each partner thereof of which that person or any affiliate of that person is a partner; each limited liability company and each member or manager thereof of which that person or any affiliate of that person is a member or manager; and each corporation in which that person or any affiliate of that person is an officer, director, principal stockholder or controlling person.

SECTION 25. 50.90 (2) of the statutes is amended to read:

50.90 (2) “Organization” means a public agency, as defined in s. 46.93 (1m) (e), a nonprofit corporation, a for-profit stock corporation, a cooperative, a partnership, a limited liability company or a sole proprietorship.

SECTION 26. 66.053 (1) (b) of the statutes is amended to read:

66.053 (1) (b) No license or permit may be granted to any person, unless to a domestic corporation or domestic limited liability company, not a resident of this state and of the town, village or city in which the license is applied for, nor, subject to ss. 111.321, 111.322 and 111.335, to any person who has been convicted of a felony, unless the person has been restored to civil rights.

SECTION 27. 66.058 (1) (h) of the statutes is amended to read:

1993 Assembly Bill 820

66.058 (1) (h) "Person" means any natural individual, firm, trust, partnership, association or corporation or limited liability company.

SECTION 28. 66.073 (3) (f) of the statutes is amended to read:

66.073 (3) (f) "Person" means a natural person, a public agency, cooperative or private corporation, limited liability company, association, firm, partnership, or business trust of any nature whatsoever, organized and existing under the laws of any state or of the United States.

SECTION 29. 66.29 (1) (a) of the statutes is amended to read:

66.29 (1) (a) The word "person" as used in this section shall mean and include any and every individual, copartnership, association, limited liability company, corporation or joint stock company, lessee, trustee or receiver.

SECTION 30. 66.293 (3) (n) 4. of the statutes is amended to read:

66.293 (3) (n) 4. Any person submitting a bid on a project subject to this section shall be required, on the date the person submits the bid, to identify any construction business in which the person, or a shareholder, officer or partner or member of the person, if the person is a business, owns, or has owned at least a 25% interest on the date the person submits the bid or at any other time within 3 years preceding the date the person submits the bid, if the business has been found to have failed to pay the prevailing wage rate determined under this subsection or to have paid less than 1.5 times the hourly basic rate of pay for hours worked on a project in excess of the prevailing hours of labor determined under this subsection.

SECTION 31. 66.43 (6) (a) of the statutes is amended to read:

66.43 (6) (a) After the real property in the project area shall have been assembled, the city shall have power to lease or sell all or any part of said real property (including streets or parts thereof to be closed or vacated in accordance with the plan) to a redevelopment company or to an individual, a limited liability company or a partnership for use in accordance with the redevelopment plan. Such real property shall be leased or sold at its fair value for uses in accordance with the redevelopment plan notwithstanding such value may be less than the cost of acquiring and preparing such property for redevelopment. In determining such fair value, a city shall take into account and give consideration to the uses and purposes required by the plan; the restrictions upon and covenants, conditions and obligations assumed by the purchaser or lessee, the objectives of the redevelopment plan for the prevention of the recurrence of slum or blighted areas; and such other matters as the city shall deem appropriate.

SECTION 32. 66.43 (9) (a) of the statutes is amended to read:

66.43 (9) (a) Previous to the execution and delivery by the city of a lease or conveyance to a redevelopment company, or previous to the consent by the city to an assignment or conveyance by a lessee or purchaser to a redevelopment company, the articles or certificate of incorporation or association or charter or other basic instrument of such company shall contain provisions so defining, limiting and regulating the exercise of the powers of the company that neither the company nor its stockholders, its officers, its directors, its members, its beneficiaries, its bondholders or other creditors or other persons shall have any power to amend or to effect the amendment of the terms and conditions of the lease or the terms and conditions of the sale without the consent of the planning commission, together with the approval of the local legislative body, or, in relation to the project area development plan, without the approval of any proposed modification in accordance with sub. (10); and no action of stockholders, officers, directors, bondholders, creditors, members, partners or other persons, nor any reorganization, dissolution, receivership, consolidation, foreclosure or any other change in the status or obligation of any redevelopment company, partnership, limited liability company or individual in any litigation or proceeding in any federal or other court shall effect any release or any impairment or modification of the lease or terms of sale or of the project area redevelopment plan unless such consent or approval be obtained.

SECTION 33. 66.43 (9) (c) of the statutes is amended to read:

66.43 (9) (c) A redevelopment company, individual, limited liability company or partnership to which any project area or part thereof is leased or sold under this section shall keep books of account of its operations of or transactions relating to such area or part entirely separate and distinct from accounts of and for any other project area or part thereof or any other real property or enterprise; and no lien or other interest shall be placed upon any real property in said area to secure any indebtedness or obligation of the redevelopment company, individual, limited liability company or partnership incurred for or in relation to any property or enterprise outside of said area.

SECTION 34. 66.43 (11) of the statutes is amended to read:

66.43 (11) LIMITATION UPON TAX EXEMPTION. Nothing contained in this section shall be construed to authorize or require the exemption of any real property from taxation, except real property sold, leased or granted to and acquired by a public housing authority. No real property acquired pursuant to this section by a private redevelopment company, individual, limited liability company or partnership either by lease or purchase shall be exempt from taxation by reason of such acquisition.

SECTION 35. 66.431 (9) (a) 1. of the statutes is amended to read:

1993 Assembly Bill 820

66.431 (9) (a) 1. Upon the acquisition of any or all of the real property in the project area, the authority has power to lease, sell or otherwise transfer all or any part of said real property (including streets or parts thereof to be closed or vacated in accordance with the plan) to a redevelopment company, association, corporation or public body, or to an individual, limited liability company or partnership, for use in accordance with the redevelopment plan. No such assembled lands of the project area shall be either sold or leased by the authority to a housing authority created under s. 66.40 for the purpose of constructing public housing projects upon such land unless the sale or lease of such lands has been first approved by the local legislative body by a vote of not less than four-fifths of the members elected. Such real property shall be leased or sold at its fair market value for uses in accordance with the redevelopment plan, notwithstanding such value may be less than the cost of acquiring and preparing such property for redevelopment. In determining such fair market value, an authority shall give consideration to the uses and purposes required by the plan; the restrictions upon and covenants, conditions and obligations assumed by the purchaser or lessee, the objectives of the redevelopment plan for the prevention or recurrence of slum and blighted areas; and such other matters as the authority deems appropriate. A copy of the plan shall be recorded in the office of the register of deeds in the county where such redevelopment project is located, and any amendment to such redevelopment plan, approved as herein provided for, shall also be recorded in the office of the register of deeds of such county. Before the transfer, lease or sale of any real property in the project area occurs, a report as to the terms, conditions and other material provisions of the proposed sale, lease or other disposition of either a part (where only a part of the land assembled is to be disposed) or of all of the land assembled shall be submitted to the local legislative body, and such local legislative body shall approve such report prior to the authority proceeding with the disposition of such real property.

SECTION 36. 66.431 (12) of the statutes is amended to read:

66.431 (12) **LIMITATION UPON TAX EXEMPTION.** The real and personal property of the authority is declared to be public property used for essential public and governmental purposes, and such property and an authority shall be exempt from all taxes of the state or any state public body; but the city in which a redevelopment or urban renewal project is located may fix a sum to be paid annually in lieu of such taxes by the authority for the services, improvements or facilities furnished to the project by the city if the authority is financially able to do so, but such sum shall not exceed the amount which would be levied as the annual tax of the city upon such project. However, no real property acquired under this section by a private company, corporation, individual, limited liability com-

pany or partnership, either by lease or purchase, shall be exempt from taxation by reason of such acquisition.

SECTION 37. 66.905 (1) (a) of the statutes is amended to read:

66.905 (1) (a) “Minority business” means a sole proprietorship, partnership, limited liability company, joint venture or corporation that is at least 51% owned and controlled by one or more minority group members and that is engaged in construction or construction-related activities.

SECTION 38. 68.06 of the statutes is amended to read:

68.06 Persons aggrieved. A person aggrieved includes any individual, partnership, limited liability company, corporation, association, public or private organization, officer, department, board, commission or agency of the municipality, whose rights, duties or privileges are adversely affected by a determination of a municipal authority.

SECTION 39. 70.105 (3) (c) of the statutes is amended to read:

70.105 (3) (c) The owner of such property shall be either a person, firm, corporation, partnership, limited liability company or association, and such ownership must be in substance rather than as to form.

SECTION 40. 70.375 (1) (d) of the statutes is amended to read:

70.375 (1) (d) “Person” means a sole proprietorship, partnership, limited liability company, association or corporation and includes a lessee engaged in mining metalliferous minerals.

SECTION 41. 71.01 (8g) of the statutes is created to read:

71.01 (8g) “Member” does not include a member of a limited liability company treated as a corporation under s. 71.22 (1).

SECTION 42. 71.02 (1) of the statutes is amended to read:

71.02 (1) For the purpose of raising revenue for the state and the counties, cities, villages and towns, there shall be assessed, levied, collected and paid a tax on all net incomes of individuals and fiduciaries, except fiduciaries of nuclear decommissioning trust or reserve funds subject to the tax under s. 71.23 (2), by every natural person residing within the state or by his or her personal representative in case of death, and trusts administered within the state; by every nonresident natural person and trust of this state, upon such income as is derived from property located or business transacted within the state including, but not limited by enumeration, income derived from a limited partner’s distributive share of partnership income, income derived from a limited liability company member’s distributive share of limited liability company income, the state lottery under ch. 565, any multistate lottery under ch. 565 if the winning lottery ticket or lottery share was purchased from a retailer, as defined in s. 565.01 (6), located in this state or from the

1993 Assembly Bill 820

gaming commission and pari-mutuel wager winnings or purses under ch. 562, and also by every nonresident natural person upon such income as is derived from the performance of personal services within the state, except as exempted under s. 71.05 (1) to (3). Every natural person domiciled in the state shall be deemed to be residing within the state for the purposes of determining liability for income taxes and surtaxes.

SECTION 43. 71.03 (1) of the statutes is amended to read:

71.03 (1) DEFINITION. In this section, "gross income" means all income, from whatever source derived and in whatever form realized, whether in money, property or services, which is not exempt from Wisconsin income taxes. "Gross income" includes, but is not limited to, the following items: compensation for services, including salaries, wages and fees, commissions and similar items; gross income derived from business; gains derived from dealings in property; interest; rents; royalties; dividends; alimony and separate maintenance payments; annuities; income from life insurance and endowment contracts; pensions; income from discharge of indebtedness; distributive shares of partnership gross income except distributive shares of the income of publicly traded partnerships treated as corporations under s. 71.22 (1); distributive shares of limited liability company gross income except distributive shares of the income of limited liability companies treated as corporations under s. 71.22 (1); income in respect of a decedent; and income from an interest in an estate or trust. "Gross income" from a business or farm consists of the total gross receipts without reduction for cost of goods sold, expenses or any other amounts. The gross rental amounts received from rental properties are included in gross income without reduction for expenses or any other amounts. "Gross income" from the sale of securities, property or other assets consists of the gross selling price without reduction for the cost of the assets, expenses of sale or any other amounts. "Gross income" from an annuity, retirement plan or profit sharing plan consists of the gross amount received without reduction for the employee's contribution to the annuity or plan.

SECTION 44. 71.04 (1) (a) of the statutes is amended to read:

71.04 (1) (a) All income or loss of resident individuals and resident estates and trusts shall follow the residence of the individual, estate or trust. Income or loss of nonresident individuals and nonresident estates and trusts from business, not requiring apportionment under sub. (4), (10) or (11), shall follow the situs of the business from which derived. All items of income, loss and deductions of nonresident individuals and nonresident estates and trusts derived from a tax-option corporation not requiring apportionment under sub. (9) shall follow the situs of the business of the corporation from which derived. Income or loss of nonresident individuals and

nonresident estates and trusts derived from rentals and royalties from real estate or tangible personal property, or from the operation of any farm, mine or quarry, or from the sale of real property or tangible personal property shall follow the situs of the property from which derived. Income from personal services of nonresident individuals, including income from professions, shall follow the situs of the services. A nonresident limited partner's distributive share of partnership income shall follow the situs of the business. A nonresident limited liability company member's distributive share of limited liability company income shall follow the situs of the business. Income of nonresident individuals, estates and trusts from the state lottery under ch. 565 is taxable by this state. Income of nonresident individuals, estates and trusts from any multistate lottery under ch. 565 is taxable by this state, but only if the winning lottery ticket or lottery share was purchased from a retailer, as defined in s. 565.01 (6), located in this state or from the gaming commission. Income of nonresident individuals, nonresident trusts and nonresident estates from pari-mutuel winnings or purses under ch. 562 is taxable by this state. All other income or loss of nonresident individuals and nonresident estates and trusts, including income or loss derived from land contracts, mortgages, stocks, bonds and securities or from the sale of similar intangible personal property, shall follow the residence of such persons, except as provided in par. (b) and sub. (9).

SECTION 45. 71.04 (3) (title) of the statutes is amended to read:

71.04 (3) (title) PARTNERS AND LIMITED LIABILITY COMPANY MEMBERS.

SECTION 46. 71.04 (3) (a) (intro.) of the statutes is amended to read:

71.04 (3) (a) *Part-year residents, time of residence.* (intro.) Partners or members who are residents of this state for less than a full taxable year shall compute taxes for that year on their share of partnership or limited liability company income or loss under this chapter on the part of the taxable year during which they are residents in the following manner:

SECTION 47. 71.04 (3) (a) 1. of the statutes is amended to read:

71.04 (3) (a) 1. Assign an equal portion of each item of income, loss or deduction to each day of the partnership's or limited liability company's taxable year.

SECTION 48. 71.04 (3) (a) 2. of the statutes is amended to read:

71.04 (3) (a) 2. Multiply each daily portion of those items of income, loss or deduction by a fraction that represents the partner's or member's portion, on that day, of the total partnership or limited liability company interest.

SECTION 49. 71.04 (3) (a) 3. of the statutes is amended to read:

71.04 (3) (a) 3. Net the items of income, loss or deduction, after the calculation under subd. 2, for all of

– 8 –

1993 Assembly Bill 820

the days during which the partner or member was a resident of this state.

SECTION 50. 71.04 (3) (b) of the statutes is amended to read:

71.04 (3) (b) *Part-year residents, nonresidents.* All partners or members who are residents of this state for less than a full taxable year or who are nonresidents shall compute taxes for that year on their share of partnership or limited liability company income or loss under this chapter for the part of the taxable year during which they are nonresidents by recognizing their proportionate share of all items of income, loss or deduction attributable to a business in, services performed in, or rental of property in, this state.

SECTION 51. 71.04 (3) (c) (intro.) of the statutes is amended to read:

71.04 (3) (c) *Disregarding agreements.* (intro.) In computing taxes under this chapter a partner or member shall disregard all provisions in partnership or limited liability company agreements that do any of the following:

SECTION 52. 71.04 (3) (c) 1. of the statutes is amended to read:

71.04 (3) (c) 1. Characterize the consideration for payments to the partner or member as services or the use of capital.

SECTION 53. 71.04 (3) (c) 2. of the statutes is amended to read:

71.04 (3) (c) 2. Allocate to the partner or member, as income from or gain from sources outside this state, a greater proportion of the partner's or member's distributive share of partnership or limited liability company income or gain than the ratio of partnership or company income or gain from sources outside this state to partnership or company income or gain from all sources.

SECTION 54. 71.04 (3) (c) 3. of the statutes is amended to read:

71.04 (3) (c) 3. Allocate to a partner or member a greater proportion of a partnership or limited liability company item of loss or deduction from sources in this state than the partner's or member's proportionate share of total partnership or company loss or deduction.

SECTION 55. 71.04 (3) (c) 4. of the statutes is amended to read:

71.04 (3) (c) 4. Determine a partner's or member's distributive share of an item of partnership or limited liability company income, gain, loss or deduction for federal income tax purposes if the principal purpose of that determination is to avoid or evade the tax under this chapter.

SECTION 56. 71.04 (7) (e) 8. of the statutes is amended to read:

71.04 (7) (e) 8. A partner's or member's share of the partnership's or limited liability company's gross receipts.

SECTION 57. 71.05 (6) (a) 10. of the statutes is amended to read:

71.05 (6) (a) 10. For the taxable year, combined net losses, exclusive of net gains from the sale or exchange of capital or business assets and exclusive of net profits, from businesses, from rents, from partnerships, from limited liability companies, from S corporations, from estates or from trusts, under section 165 of the internal revenue code, except losses allowable under sections 1211 and 1231 of the internal revenue code, otherwise includable in calculating Wisconsin income if those losses are incurred in the operation of a farming business, as defined in section 464 (e) 1. of the internal revenue code to the extent that those combined net losses exceed \$20,000 if nonfarm Wisconsin adjusted gross income exceeds \$55,000 but does not exceed \$75,000, exceed \$17,500 if nonfarm Wisconsin adjusted gross income exceeds \$75,000 but does not exceed \$100,000, exceed \$15,000 if nonfarm Wisconsin adjusted gross income exceeds \$100,000 but does not exceed \$150,000, exceed \$12,500 if nonfarm Wisconsin adjusted gross income exceeds \$150,000 but does not exceed \$200,000, exceed \$10,000 if nonfarm Wisconsin adjusted gross income exceeds \$200,000 but does not exceed \$250,000, exceed \$7,500 if nonfarm Wisconsin adjusted gross income exceeds \$250,000 but does not exceed \$300,000, exceed \$5,000 if nonfarm Wisconsin adjusted gross income exceeds \$300,000 but does not exceed \$400,000 and exceed \$0 if nonfarm adjusted gross income exceeds \$400,000, except that the amounts applicable to married persons filing separately are 50% of the amounts specified in this subdivision.

SECTION 58. 71.05 (6) (a) 15. of the statutes is amended to read:

71.05 (6) (a) 15. The amount of the credits computed under s. 71.07 (2di), (2dj), (2dL) and (2ds) and not passed through by a partnership, limited liability company or tax-option corporation that has added that amount to the partnership's, company's or tax-option corporation's income under s. 71.21 (4) or 71.34 (1) (g).

SECTION 59. 71.05 (9) of the statutes is amended to read:

71.05 (9) (title) PARTNERS OR LIMITED LIABILITY COMPANY MEMBERS. In determining Wisconsin adjusted gross income or Wisconsin taxable income of a partner or member, any applicable modification described in this section which relates to an item of partnership or limited liability company income, gain, loss or deduction shall be made in accordance with the partner's or member's distributive share, for federal income tax purposes, of the item to which the modification relates. Where a partner's or member's distributive share of any such item is not required to be taken into account separately for federal income tax purposes or the modification relates to no ascertainable item of the partnership or limited liability

1993 Assembly Bill 820

company income of the current year, each partner's or member's share of such modification shall be proportional to his or her distributive share for federal income tax purposes of partnership or company taxable income or loss generally.

SECTION 60. 71.05 (22) (b) 4. of the statutes is amended to read:

71.05 (22) (b) 4. An estate or trust, common trust fund ~~or~~ partnership or limited liability company.

SECTION 61. 71.07 (2di) (a) 2. of the statutes is amended to read:

71.07 (2di) (a) 2. The credit under this subsection may be claimed only by the person who purchased the property the investment in which is the basis for the credit, except that only partners may claim the credit based on purchases by a partnership, only members may claim the credit based on purchases by a limited liability company and except that only shareholders may claim the credit based on purchases by a tax-option corporation.

SECTION 62. 71.07 (2di) (a) 3. of the statutes is amended to read:

71.07 (2di) (a) 3. If the credit is claimed for used property, the claimant may not have used the property for business purposes at a location outside the development zone. If the credit is attributable to a partnership, limited liability company or tax-option corporation, that entity may not have used the property for business purposes at a location outside the development zone.

SECTION 63. 71.07 (2di) (b) 3. of the statutes is amended to read:

71.07 (2di) (b) 3. Partnerships, limited liability companies and tax-option corporations may not claim the credit under this subsection, but the eligibility for, and amount of, that credit shall be determined on the basis of their economic activity, not that of their shareholders ~~or~~ partners or members. The corporation ~~or~~ partnership or company shall compute the amount of the credit that may be claimed by each of its shareholders ~~or~~ partners or members and shall provide that information to each of its shareholders ~~or~~ partners or members. Partners, members of limited liability companies and shareholders of tax-option corporations may claim the credit based on the partnership's, company's or corporation's activities in proportion to their ownership interest and may offset it against the tax attributable to their income from the partnership's, company's or corporation's business operations in the development zone and against the tax attributable to their income from the partnership's, company's or corporation's directly related business operations.

SECTION 64. 71.07 (2dj) (c) of the statutes is amended to read:

71.07 (2dj) (c) The credit under this subsection may not be claimed by partnerships, limited liability companies and tax-option corporations but the eligibility for,

and the amount of, that credit shall be determined on the basis of their economic activity, not that of their shareholders ~~or~~ partners or members. The corporation ~~or~~ partnership or limited liability company shall compute the amount of credit that may be claimed by each of its shareholders ~~or~~ partners or members and shall provide that information to each of its shareholders ~~or~~ partners or members. That credit may be claimed by partners, members of limited liability companies and shareholders of tax-option corporations in proportion to their ownership interests.

SECTION 65. 71.07 (2dL) (e) of the statutes is amended to read:

71.07 (2dL) (e) Partnerships, limited liability companies and tax-option corporations may not claim the credit under this subsection, but the eligibility for, and the amount of, that credit shall be determined on the basis of their economic activity, not that of their shareholders ~~or~~ partners or members. The corporation ~~or~~ partnership or limited liability company shall compute the amount of credit that may be claimed by each of its shareholders ~~or~~ partners or members and provide that information to its shareholders ~~or~~ partners or members. Partners, members of limited liability companies and shareholders of tax-option corporations may claim the credit based on the partnership's, company's or corporation's activities in proportion to their ownership interest and may offset it against the tax attributable to their income from the partnership's, company's or corporation's business operations in the development zone and against the tax attributable to their income from the partnership's, company's or corporation's directly related business operations.

SECTION 66. 71.07 (2ds) (b) of the statutes is amended to read:

71.07 (2ds) (b) Except as provided in pars. (dm) and (e) and s. 73.03 (35), for any taxable year for which the person is certified under s. 560.765 (3) for tax benefits, any person may claim as a credit against taxes otherwise due under this chapter the taxes paid under subchs. III and V of ch. 77 on their purchases, leases and rentals of eligible property. Partnerships, limited liability companies and tax-option corporations may not claim the credit under this subsection, but the eligibility for, and the amount of, that credit shall be determined on the basis of their economic activity, not that of their partners, members or shareholders. The partnership, limited liability company or corporation shall compute the amount of credit that may be claimed by each of its partners, members or shareholders and shall provide that information to each of its partners, members or shareholders. Partners, members of a limited liability company and shareholders of tax-option corporations may claim the credit based on the partnership's, company's or corporation's activities in proportion to their ownership interest.

SECTION 67. 71.07 (3m) (a) 1. b. of the statutes is amended to read:

71.07 (3m) (a) 1. b. For partnerships, except publicly traded partnerships treated as corporations under s. 71.22 (1), or limited liability companies, except limited liability companies treated as corporations under s. 71.22 (1), “claimant” means each individual partner or member.

SECTION 68. 71.07 (3m) (a) 6. of the statutes is amended to read:

71.07 (3m) (a) 6. “Property taxes accrued” means property taxes, exclusive of special assessments, delinquent interest and charges for service, levied on the farmland owned by the claimant or any member of the claimant’s household in any calendar year under ch. 70, less the tax credit, if any, afforded in respect of the property by s. 79.10. “Property taxes accrued” shall not exceed \$10,000. If farmland is owned by a tax–option corporation, limited liability company or by 2 or more persons or entities as joint tenants, tenants in common or partners or is marital property or survivorship marital property and one or more such persons, entities or owners is not a member of the claimant’s household, “property taxes accrued” is that part of property taxes levied on the farmland, reduced by the tax credit under s. 79.10, that reflects the ownership percentage of the claimant and the claimant’s household. For purposes of this subdivision, property taxes are “levied” when the tax roll is delivered to the local treasurer for collection. If farmland is sold during the calendar year of the levy the “property taxes accrued” for the seller is the amount of the tax levy, reduced by the tax credit under s. 79.10, prorated to each in the closing agreement pertaining to the sale of the farmland, except that if the seller does not reimburse the buyer for any part of those property taxes there are no “property taxes accrued” for the seller, and the “property taxes accrued” for the buyer is the property taxes levied on the farmland, reduced by the tax credit under s. 79.10, minus, if the seller reimburses the buyer for part of the property taxes, the amount prorated to the seller in the closing agreement. With the claim for credit under this subsection, the seller shall submit a copy of the closing agreement and the buyer shall submit a copy of the closing agreement and a copy of the property tax bill.

SECTION 69. 71.07 (9m) (d) of the statutes is amended to read:

71.07 (9m) (d) The Wisconsin adjusted basis of the building shall be reduced by the amount of any credit awarded under this subsection. The Wisconsin adjusted basis of a partner’s interest in a partnership, of a member’s interest in a limited liability company or of stock in a tax–option corporation shall be adjusted to take into account adjustments made under this paragraph.

SECTION 70. 71.07 (9m) (f) of the statutes is amended to read:

71.07 (9m) (f) A partnership, limited liability company or tax–option corporation may not claim the credit under this subsection. The individual partners, members in a limited liability company or shareholders in a tax–

option corporation may claim the credit under this subsection based on eligible costs incurred by the partnership, company or tax–option corporation, in proportion to the ownership interest of each partner, member or shareholder. The partnership, limited liability company or tax–option corporation shall calculate the amount of the credit which may be claimed by each partner, member or shareholder and shall provide that information to the partner, member or shareholder.

SECTION 71. 71.07 (10) (b) of the statutes is amended to read:

71.07 (10) (b) The credits under s. 71.28 (4) and (5) may not be claimed by partners, including partners of a publicly traded partnership treated as a corporation under s. 71.22 (1), members of a limited liability company, including members of a limited liability company treated as a corporation under s. 71.22 (1), or shareholders of a tax–option corporation.

SECTION 72. Subchapter III (title) of chapter 71 of the statutes is amended to read:

CHAPTER 71
SUBCHAPTER III
PARTNERSHIPS AND LIMITED
LIABILITY COMPANIES

SECTION 73. 71.19 of the statutes is amended to read:

71.19 Conformity. Unless specifically provided in this subchapter, partnerships and limited liability companies shall be subject to all of the provisions, requirements and liabilities of this chapter, so far as applicable, unless the context requires otherwise.

SECTION 74. 71.20 (1) of the statutes is amended to read:

71.20 (1) Every partnership, except publicly traded partnerships treated as corporations under s. 71.22 (1), and every limited liability company, except limited liability companies treated as corporations under s. 71.22 (1), shall furnish to the department a true and accurate statement, on or before April 15 of each year, except that returns for fiscal years ending on some other date than December 31 shall be furnished on or before the 15th day of the 4th month following the close of such fiscal year, in such manner and form and setting forth such facts as the department deems necessary to enforce this chapter. The statement shall be subscribed by one of the members of the partnership or limited liability company.

SECTION 75. 71.21 (1) of the statutes is amended to read:

71.21 (1) The net income of a partnership, except publicly traded partnerships treated as corporations under s. 71.22 (1), and of a limited liability company, except limited liability companies treated as corporations under s. 71.22 (1), shall be computed in the same manner and on the same basis as provided for computation of the income of persons other than corporations.

SECTION 76. 71.21 (2) of the statutes is amended to read:

1993 Assembly Bill 820

71.21 (2) The standard deduction shall not be allowed in computing the taxable income of a partnership or of a limited liability company.

SECTION 77. 71.21 (3) of the statutes is amended to read:

71.21 (3) The credits under s. 71.28 (4) and (5) may not be claimed by a partnership, except a publicly traded partnership treated as a corporation under s. 71.22 (1), or a limited liability company, except a limited liability company treated as a corporation under s. 71.22 (1), or by partners, including partners of a publicly traded partnership, or members of a limited liability company.

SECTION 78. 71.21 (4) of the statutes is amended to read:

71.21 (4) Credits computed by a partnership under s. 71.07 (2di), (2dj), (2dL) and (2ds) and passed through to partners or members shall be added to the partnership's or limited liability company's income.

SECTION 79. 71.22 (1) of the statutes is amended to read:

71.22 (1) "Corporation" includes corporations, publicly traded partnerships treated as corporations in section 7704 of the internal revenue code, limited liability companies treated as corporations under the internal revenue code, joint stock companies, associations and common law trusts, unless the context requires otherwise.

SECTION 80. 71.25 (5) (a) 14. of the statutes is amended to read:

71.25 (5) (a) 14. A partner's share of income or loss from a partnership or a member's share of income or loss from a limited liability company.

SECTION 81. 71.25 (9) (e) 8. of the statutes is amended to read:

71.25 (9) (e) 8. A partner's share of the partnership's gross receipts or a member's share of the limited liability company's gross receipts.

SECTION 82. 71.26 (2) (a) of the statutes is amended to read:

71.26 (2) (a) *Corporations in general.* The "net income" of a corporation means the gross income as computed under the internal revenue code as modified under sub. (3) minus the amount of recapture under s. 71.28 (1di) plus the amount of credit computed under s. 71.28 (1) and (3) to (5) plus the amount of the credit computed under s. 71.28 (1di), (1dj), (1dL) and (1ds) and not passed through by a partnership, limited liability company or tax-option corporation that has added that amount to the partnership's, limited liability company's or tax-option corporation's income under s. 71.21 (4) or 71.34 (1) (g) plus the amount of losses from the sale or other disposition of assets the gain from which would be wholly exempt income, as defined in sub. (3) (L), if the assets were sold or otherwise disposed of at a gain and minus deductions, as computed under the internal revenue code as modified under sub. (3), plus or minus, as appropriate, an amount equal to the difference between

the federal basis and Wisconsin basis of any asset sold, exchanged, abandoned or otherwise disposed of in a taxable transaction during the taxable year, except as provided in par. (b) and s. 71.45 (2).

SECTION 83. 71.28 (1di) (a) 2. of the statutes is amended to read:

71.28 (1di) (a) 2. The credit under this subsection may be claimed only by the person who purchased the property the investment in which is the basis for the credit, except that only partners may claim the credit based on purchases by a partnership, only members may claim the credit based on purchases by a limited liability company and except that only shareholders may claim the credit based on purchases by a tax-option corporation.

SECTION 84. 71.28 (1di) (a) 3. of the statutes is amended to read:

71.28 (1di) (a) 3. If the credit is claimed for used property, the claimant may not have used the property for business purposes at a location outside the development zone. If the credit is attributable to a partnership, limited liability company or tax-option corporation, that entity may not have used the property for business purposes at a location outside the development zone.

SECTION 85. 71.28 (1di) (b) 3. of the statutes is amended to read:

71.28 (1di) (b) 3. Partnerships, limited liability companies and tax-option corporations may not claim the credit under this subsection, but the eligibility for, and amount of, that credit shall be determined on the basis of their economic activity, not that of their shareholders ~~or~~, partners or members. The corporation ~~or~~, partnership or limited liability company shall compute the amount of the credit that may be claimed by each of its shareholders ~~or~~, partners or members. Partners, members of limited liability companies and shareholders of tax-option corporations may claim the credit based on the partnership's, company's or corporation's activities in proportion to their ownership interest and may offset it against the tax attributable to their income from the partnership's, company's or corporation's business operations in the development zone and against the tax attributable to their income from the partnership's, company's or corporation's directly related business operations.

SECTION 86. 71.28 (1dj) (c) of the statutes is amended to read:

71.28 (1dj) (c) The credit under this subsection may not be claimed by partnerships, limited liability companies and tax-option corporations but the eligibility for, and the amount of, that credit shall be determined on the basis of their economic activity, not that of their shareholders ~~or~~, partners or members. The corporation ~~or~~, partnership or limited liability company shall compute the amount of credit that may be claimed by each of its

1993 Assembly Bill 820

shareholders ~~or~~ partners or members and shall provide that information to each of its shareholders ~~or~~ partners or members. That credit may be claimed by partners, members of limited liability companies and shareholders of tax-option corporations in proportion to their ownership interests.

SECTION 87. 71.28 (1dL) (e) of the statutes is amended to read:

71.28 (1dL) (e) Partnerships, limited liability companies and tax-option corporations may not claim the credit under this subsection, but the eligibility for, and the amount of, that credit shall be determined on the basis of their economic activity, not that of their shareholders ~~or~~ partners or members. The corporation ~~or~~ partnership or limited liability company shall compute the amount of credit that may be claimed by each of its shareholders ~~or~~ partners or members and provide that information to its shareholders ~~or~~ partners or members. Partners, members of limited liability companies and shareholders of tax-option corporations may claim the credit based on the partnership's, company's or corporation's activities in proportion to their ownership interest and may offset it against the tax attributable to their income from the partnership's, company's or corporation's business operations in the development zone and against the tax attributable to their income from the partnership's, company's or corporation's directly related business operations.

SECTION 88. 71.28 (1ds) (b) of the statutes is amended to read:

71.28 (1ds) (b) Except as provided in pars. (dm) and (e) and s. 73.03 (35), for any taxable year for which the person is certified under s. 560.765 (3) for tax benefits, any person may claim as a credit against taxes otherwise due under this chapter the taxes paid under subchs. III and V of ch. 77 on their purchases, leases and rentals of eligible property. Partnerships, limited liability companies and tax-option corporations may not claim the credit under this subsection, but the eligibility for, and the amount of, that credit shall be determined on the basis of their economic activity, not that of their partners, members or shareholders. The partnership, limited liability company or corporation shall compute the amount of credit that may be claimed by each of its partners, members or shareholders and shall provide that information to its partners, members or shareholders. Partners, members of limited liability companies and shareholders of tax-option corporations may claim the credit based on the partnership's, company's or corporation's activities in proportion to their ownership interest.

SECTION 89. 71.28 (2m) (a) 1. b. of the statutes is amended to read:

71.28 (2m) (a) 1. b. For partnerships, except publicly traded partnerships treated as corporations under s. 71.22 (1), or limited liability companies, except limited liability companies treated as corporations under s. 71.22 (1), "claimant" means each individual partner or member.

SECTION 90. 71.28 (2m) (a) 6. of the statutes is amended to read:

71.28 (2m) (a) 6. "Property taxes accrued" means property taxes, exclusive of special assessments, delinquent interest and charges for service, levied on the farmland owned by the claimant or any member of the claimant's household in any calendar year under ch. 70, less the tax credit, if any, afforded in respect of the property by s. 79.10. "Property taxes accrued" shall not exceed \$10,000. If farmland is owned by a tax-option corporation, a limited liability company or by 2 or more persons or entities as joint tenants, tenants in common or partners or is marital property or survivorship marital property and one or more such persons, entities or owners is not a member of the claimant's household, "property taxes accrued" is that part of property taxes levied on the farmland, reduced by the tax credit under s. 79.10, that reflects the ownership percentage of the claimant and the claimant's household. For purposes of this subdivision, property taxes are "levied" when the tax roll is delivered to the local treasurer for collection. If farmland is sold during the calendar year of the levy the "property taxes accrued" for the seller is the amount of the tax levy, reduced by the tax credit under s. 79.10, prorated to each in the closing agreement pertaining to the sale of the farmland, except that if the seller does not reimburse the buyer for any part of those property taxes there are no "property taxes accrued" for the seller, and the "property taxes accrued" for the buyer is the property taxes levied on the farmland, reduced by the tax credit under s. 79.10, minus, if the seller reimburses the buyer for part of the property taxes, the amount prorated to the seller in the closing agreement. With the claim for credit under this subsection, the seller shall submit a copy of the closing agreement and the buyer shall submit a copy of the closing agreement and a copy of the property tax bill.

SECTION 91. 71.28 (4) (i) of the statutes is amended to read:

71.28 (4) (i) *Nonclaimants.* The credits under this subsection may not be claimed by a partnership, except a publicly traded partnership treated as a corporation under s. 71.22 (1), limited liability company, except a limited liability company treated as a corporation under s. 71.22 (1), or tax-option corporation or by partners, including partners of a publicly traded partnership, members of a limited liability company or shareholders of a tax-option corporation.

SECTION 92. 71.28 (6) (d) of the statutes is amended to read:

71.28 (6) (d) The Wisconsin adjusted basis of the building shall be reduced by the amount of any credit awarded under this subsection. The Wisconsin adjusted basis of a partner's interest in a partnership, of a member's interest in a limited liability company or of stock in a tax-option corporation shall be adjusted to take into account adjustments made under this paragraph.

1993 Assembly Bill 820

SECTION 93. 71.28 (6) (f) of the statutes is amended to read:

71.28 (6) (f) A partnership, limited liability company or tax–option corporation may not claim the credit under this section. The individual partners, members of a limited liability company or shareholders in a tax–option corporation may claim the credit under this subsection based on eligible costs incurred by the partnership, limited liability company or tax–option corporation, in proportion to the ownership interest of each partner, member or shareholder. The partnership, limited liability company or tax–option corporation shall calculate the amount of the credit which may be claimed by each partner, member or shareholder and shall provide that information to the partner, member or shareholder.

SECTION 94. 71.45 (2) (a) 10. of the statutes is amended to read:

71.45 (2) (a) 10. By adding to federal taxable income the amount of credit computed under s. 71.47 (1d) to (1ds) and not passed through by a partnership, limited liability company or tax–option corporation that has added that amount to the partnership’s, limited liability company’s or tax–option corporation’s income under s. 71.21 (4) or 71.34 (1) (g) and the amount of credit computed under s. 71.47 (1), (3), (4) and (5).

SECTION 95. 71.47 (1d) (a) 2. of the statutes is amended to read:

71.47 (1d) (a) 2. The credit under this subsection may be claimed only by the person who purchased the property the investment in which is the basis for the credit, except that only partners may claim the credit based on purchases by a partnership, only members may claim the credit based on purchases by a limited liability company and except that only shareholders may claim the credit based on purchases by a tax–option corporation.

SECTION 96. 71.47 (1d) (a) 3. of the statutes is amended to read:

71.47 (1d) (a) 3. If the credit is claimed for used property, the claimant may not have used the property for business purposes at a location outside the development zone. If the credit is attributable to a partnership, limited liability company or tax–option corporation, that entity may not have used the property for business purposes at a location outside the development zone.

SECTION 97. 71.47 (1d) (b) 3. of the statutes is amended to read:

71.47 (1d) (b) 3. Partnerships, limited liability companies and tax–option corporations may not claim the credit under this subsection, but the eligibility for, and amount of, that credit shall be determined on the basis of their economic activity, not that of their shareholders ~~or~~, partners or members. The corporation ~~or~~, partnership or limited liability company shall compute the amount of the credit that may be claimed by each of its shareholders ~~or~~, partners or members and shall provide that informa-

tion to each of its shareholders ~~or~~, partners or members. Partners, members of limited liability companies and shareholders of tax–option corporations may claim the credit based on the partnership’s, company’s or corporation’s activities in proportion to their ownership interest and may offset it against the tax attributable to their income from the partnership’s, company’s or corporation’s business operations in the development zone and against the tax attributable to their income from the partnership’s, company’s or corporation’s directly related business operations.

SECTION 98. 71.47 (1d) (c) of the statutes is amended to read:

71.47 (1d) (c) The credit under this subsection may not be claimed by partnerships, limited liability companies and tax–option corporations but the eligibility for, and the amount of, that credit shall be determined on the basis of their economic activity, not that of their shareholders ~~or~~, partners or members. The corporation ~~or~~, partnership or limited liability company shall compute the amount of the credit that may be claimed by each of its shareholders ~~or~~, partners or members and shall provide that information to each of its shareholders ~~or~~, partners or members. That credit may be claimed by partners, members of limited liability companies and shareholders of tax–option corporations in proportion to their ownership interests.

SECTION 99. 71.47 (1dL) (e) of the statutes is amended to read:

71.47 (1dL) (e) Partnerships, limited liability companies and tax–option corporations may not claim the credit under this subsection, but the eligibility for and the amount of, that credit shall be determined on the basis of their economic activity, not that of their shareholders ~~or~~, partners or members. The corporation ~~or~~, partnership or limited liability company shall compute the amount of credit that may be claimed by each of its shareholders ~~or~~, partners or members and provide that information to its shareholders ~~or~~, partners or members. Partners, members of limited liability companies and shareholders of tax–option corporations may claim the credit based on the partnership’s, company’s or corporation’s activities in proportion to their ownership interest and may offset it against the tax attributable to their income from the partnership’s, company’s or corporation’s business operations in the development zone and against the tax attributable to their income from the partnership’s, company’s or corporation’s directly related business operations.

SECTION 100. 71.47 (1ds) (b) of the statutes is amended to read:

71.47 (1ds) (b) Except as provided in pars. (dm) and (e) and s. 73.03 (35), for any taxable year for which the person is certified under s. 560.765 (3) for tax benefits, any person may claim as a credit against taxes otherwise due under this chapter the taxes paid under subchs. III and V of ch. 77 on their purchases, leases and rentals of eligi-

ble property. Partnerships, limited liability companies and tax-option corporations may not claim the credit under this subsection but the eligibility for, and the amount of, that credit shall be determined on the basis of their economic activity, not that of their partners, members or shareholders. The partnership, limited liability company or corporation shall compute the amount of the credit that may be claimed by each of its partners, members or shareholders and shall provide that information to each of its partners, members or shareholders. Partners, members of limited liability companies and shareholders of tax-option corporations may claim the credit based on the partnership's, company's or corporation's activities in proportion to their ownership interest.

SECTION 101. 71.47 (2m) (a) 1. b. of the statutes is amended to read:

71.47 (2m) (a) 1. b. For partnerships, except publicly traded partnerships treated as corporations under s. 71.22 (1), or limited liability companies, except limited liability companies treated as corporations under s. 71.22 (1), “claimant” means each individual partner or member.

SECTION 102. 71.47 (2m) (a) 6. of the statutes is amended to read:

71.47 (2m) (a) 6. “Property taxes accrued” means property taxes, exclusive of special assessments, delinquent interest and charges for service, levied on the farmland owned by the claimant or any member of the claimant’s household in any calendar year under ch. 70, less the tax credit, if any, afforded in respect of the property by s. 79.10. “Property taxes accrued” shall not exceed \$10,000. If farmland is owned by a tax-option corporation, limited liability company or by 2 or more persons or entities as joint tenants, tenants in common or partners or is marital property or survivorship marital property and one or more such persons, entities or owners is not a member of the claimant’s household, “property taxes accrued” is that part of property taxes levied on the farmland, reduced by the tax credit under s. 79.10, that reflects the ownership percentage of the claimant and the claimant’s household. For purposes of this subdivision, property taxes are “levied” when the tax roll is delivered to the local treasurer for collection. If farmland is sold during the calendar year of the levy the “property taxes accrued” for the seller is the amount of the tax levy, reduced by the tax credit under s. 79.10, prorated to each in the closing agreement pertaining to the sale of the farmland, except that if the seller does not reimburse the buyer for any part of those property taxes there are no “property taxes accrued” for the seller, and the “property taxes accrued” for the buyer is the property taxes levied on the farmland, reduced by the tax credit under s. 79.10, minus, if the seller reimburses the buyer for part of the property taxes, the amount prorated to the seller in the closing agreement. With the claim for credit under this subsection, the seller shall submit a copy of the closing agreement and

the buyer shall submit a copy of the closing agreement and a copy of the property tax bill.

SECTION 103. 71.47 (4) (i) of the statutes is amended to read:

71.47 (4) (i) *Nonclaimants.* The credits under this subsection may not be claimed by a partnership, except a publicly traded partnership treated as a corporation under s. 71.22 (1), limited liability company, except a limited liability company treated as a corporation under s. 71.22 (1), or tax-option corporation or by partners, including partners of a publicly traded partnership, members of a limited liability company or shareholders of a tax-option corporation.

SECTION 104. 71.47 (6) (d) of the statutes is amended to read:

71.47 (6) (d) The Wisconsin adjusted basis of the building shall be reduced by the amount of any credit awarded under this subsection. The Wisconsin adjusted basis of a partner’s interest in a partnership, a member’s interest in a limited liability company or of stock in a tax-option corporation shall be adjusted to take into account adjustments made under this paragraph.

SECTION 105. 71.47 (6) (f) of the statutes is amended to read:

71.47 (6) (f) A partnership, limited liability company or tax-option corporation may not claim the credit under this subsection. The individual partners, members of a limited liability company or shareholders in a tax-option corporation may claim the credit under this subsection based on eligible costs incurred by the partnership, limited liability company or tax-option corporation, in proportion to the ownership interest of each partner, member or shareholder. The partnership, limited liability company or tax-option corporation shall calculate the amount of the credit which may be claimed by each partner, member or shareholder and shall provide that information to the partner, member or shareholder.

SECTION 106. 71.58 (1) (cm) of the statutes is created to read:

71.58 (1) (cm) For limited liability companies, except limited liability companies treated as corporations under s. 71.22 (1), “claimant” means each individual member.

SECTION 107. 71.58 (8) of the statutes is amended to read:

71.58 (8) “Property taxes accrued” means property taxes, exclusive of special assessments, delinquent interest and charges for service, levied on the farmland and improvements owned by the claimant or any member of the claimant’s household in any calendar year under ch. 70, less the tax credit, if any, afforded in respect of the property by s. 79.10. “Property taxes accrued” shall not exceed \$6,000. If farmland is owned by a tax-option corporation, a limited liability company or by 2 or more persons or entities as joint tenants, tenants in common or

1993 Assembly Bill 820

- 15 -

partners or is marital property or survivorship marital property and one or more such persons, entities or owners is not a member of the claimant's household, "property taxes accrued" is that part of property taxes levied on the farmland, reduced by the tax credit under s. 79.10, that reflects the ownership percentage of the claimant and the claimant's household. For purposes of this subsection, property taxes are "levied" when the tax roll is delivered to the local treasurer for collection. If farmland is sold during the calendar year of the levy the "property taxes accrued" for the seller is the amount of the tax levy, reduced by the tax credit under s. 79.10, prorated to each in the closing agreement pertaining to the sale of the farmland, except that if the seller does not reimburse the buyer for any part of those property taxes there are no "property taxes accrued" for the seller, and the "property taxes accrued" for the buyer is the property taxes levied on the farmland, reduced by the tax credit under s. 79.10, minus, if the seller reimburses the buyer for part of the property taxes, the amount prorated to the seller in the closing agreement. With the claim for credit under this subchapter, the seller shall submit a copy of the closing agreement and the buyer shall submit a copy of the closing agreement and a copy of the property tax bill.

SECTION 108. 71.63 (3) (intro.) of the statutes is amended to read:

71.63 (3) (intro.) "Employer" means a person ~~or~~ partnership or limited liability company, whether subject to or exempt from taxation under this chapter, for whom an individual performs or performed any service as an employe of that person ~~or~~ partnership or company and includes a person ~~or~~ partnership or company that engages the services of an entertainer or an entertainment corporation, except that:

SECTION 109. 71.65 (1) (a) (intro.) of the statutes is amended to read:

71.65 (1) (a) (intro.) Every person ~~or~~ partnership or limited liability company required to deduct and withhold from an employe under the general withholding provisions of this subchapter shall furnish to each such employe in respect of the remuneration paid by such person ~~or~~ partnership or company to such employe during the calendar year, on or before January 31 of the succeeding year, or if his or her employment is terminated before the close of any such calendar year on the day on which the last payment of remuneration is made, 2 legible copies of a written statement showing the following:

SECTION 110. 71.65 (1) (a) 1. of the statutes is amended to read:

71.65 (1) (a) 1. The name of such person ~~or~~ partnership or limited liability company, and that person's ~~or~~ partnership's or company's Wisconsin income tax identification number, if any.

SECTION 111. 71.71 (1) (a) (intro.) of the statutes is amended to read:

71.71 (1) (a) (intro.) Every person ~~or~~ partnership or limited liability company required to deduct and withhold from an employe under the general withholding provisions of subch. X shall furnish to each such employe in respect of the remuneration paid by such person ~~or~~ partnership or company to such employe during the calendar year, on or before January 31 of the succeeding year, or if his or her employment is terminated before the close of any such calendar year on the day on which the last payment of remuneration is made, 2 legible copies of a written statement showing the following:

SECTION 112. 71.71 (1) (a) 1. of the statutes is amended to read:

71.71 (1) (a) 1. The name of such person ~~or~~ partnership or limited liability company, and that person's ~~or~~ partnership's or company's Wisconsin income tax identification number, if any.

SECTION 113. 71.78 (1) of the statutes is amended to read:

71.78 (1) DIVULGING INFORMATION. Except as provided in subs. (4), (4m) and (10), no person may divulge or circulate or offer to obtain, divulge or circulate any information derived from an income, franchise, withholding, fiduciary, partnership, limited liability company or gift tax return or tax credit claim, including information which may be furnished by the department of revenue as provided in this section. This subsection does not prohibit publication by any newspaper of information lawfully derived from such returns or claims for purposes of argument or prohibit any public speaker from referring to such information in any address. This subsection does not prohibit the department of revenue from publishing statistics classified so as not to disclose the identity of particular returns, or claims or reports and the items thereof. This subsection does not prohibit employes or agents of the department of revenue from offering or submitting any return, including joint returns of a spouse or former spouse, separate returns of a spouse, individual returns of a spouse or former spouse and combined individual income tax returns, or from offering or submitting any claim, schedule, exhibit, writing or audit report or a copy of, and any information derived from, any of those documents as evidence into the record of any contested matter involving the department in proceedings or litigation on state tax matters if, in the department's judgment, that evidence has reasonable probative value.

SECTION 114. 71.83 (1) (a) 3. of the statutes is amended to read:

71.83 (1) (a) 3. Incomplete or incorrect deposit or withholding report. If any person required under subch. X to file a deposit report or withholding report files an incomplete or incorrect report, or fails to properly withhold or fails to properly deposit or pay over withheld funds, unless it can be shown that the filing or failure was due to good cause and not due to neglect, there shall be

added to the tax 25% of the amount not reported or not withheld, deposited or paid over. The amount so added shall be assessed, levied and collected in the same manner as additional income or franchise taxes, and shall be in addition to any other penalties imposed in this subchapter. "Person", in this subdivision, includes an officer or employe of a corporation or other responsible person or a member or employe of a partnership or limited liability company or other responsible person who, as such officer, employe, member or other responsible person, is under a duty to perform the act in respect to which the violation occurs.

SECTION 115. 71.83 (1) (b) 2. of the statutes, as affected by 1993 Wisconsin Act 16, is amended to read:

71.83 (1) (b) 2. Personal liability. The penalties provided by this subdivision shall be paid upon notice and demand of the secretary of revenue or the secretary's designee and shall be assessed and collected in the same manner as income or franchise taxes, except that the time limits under s. 71.77 do not apply to the assessment of personal liability under this subdivision if the corporation, other form of business association, partnership, limited liability company or sole proprietorship with which the person is associated is assessed within the time period under s. 71.77. Any person required to withhold, account for or pay over any tax imposed by this chapter, whether exempt under s. 71.05 (1) to (3), 71.26 (1) or 71.45 or not, who intentionally fails to withhold such tax, or account for or pay over such tax, shall be liable to a penalty equal to the total amount of the tax, plus interest and penalties on that tax, that is not withheld, collected, accounted for or paid over. The personal liability of such person as provided in this subdivision shall survive the dissolution of the corporation or other form of business association. "Person", in this subdivision, includes an officer, employe or other responsible person of a corporation or other form of business association or a member, employe or other responsible person of a partnership, limited liability company or sole proprietorship who, as such officer, employe, member or other responsible person, is under a duty to perform the act in respect to which the violation occurs.

SECTION 116. 71.83 (1) (b) 3. of the statutes is amended to read:

71.83 (1) (b) 3. Employees' statements. Any person, whether exempt under s. 71.05 (1) to (3), 71.26 (1) or 71.45 or not, required under s. 71.65 (1) to furnish a written statement to an employe, who furnishes a false or fraudulent statement, or who intentionally fails to furnish a statement in the manner, at the time and showing the information required under s. 71.65 (1), or rules prescribed with respect thereto, shall, for each such failure, be subject to a penalty of \$20. "Person", in this subdivision, includes an officer or employe of a corporation or other responsible person or a member or employe of a partnership or limited liability company or other respon-

sible person who, as such officer, employe, member or other responsible person, is under a duty to perform the act in respect to which the violation occurs.

SECTION 117. 71.83 (1) (b) 6. of the statutes is amended to read:

71.83 (1) (b) 6. (title) Corporations or limited liability companies. If a corporation or limited liability company files a false declaration of complete inactivity, or, after filing a declaration, becomes activated or reactivated and fails to file timely statements and information under this chapter covering such year or years of activity or reactivity its officers or managers at the time of such filing or failure shall be jointly and severally liable for a civil penalty of \$25 for such filing or each such failure, which penalty may be assessed and collected as income or franchise taxes are assessed and collected.

SECTION 118. 71.83 (2) (a) 1. of the statutes is amended to read:

71.83 (2) (a) 1. All persons. If any person, including an officer of a corporation or a manager of a limited liability company, required by law to make, render, sign or verify any return, wilfully fails or refuses to make a return at the time required in s. 71.03, 71.24 or 71.44 or wilfully fails or refuses to make deposits or payments as required by s. 71.65 (3) or wilfully renders a false or fraudulent statement required by s. 71.65 (1) and (2) or deposit report or withholding report required by s. 71.65 (3), such person shall be guilty of a misdemeanor and may be fined not more than \$10,000 or imprisoned for not to exceed 9 months or both, together with the cost of prosecution.

SECTION 119. 71.83 (2) (b) 1. of the statutes is amended to read:

71.83 (2) (b) 1. False income tax return; fraud. Any person, other than a corporation or limited liability company, who renders a false or fraudulent income tax return with intent to defeat or evade any assessment required by this chapter shall be guilty of a felony and may be fined not to exceed \$10,000 or imprisoned for not to exceed 5 years or both, together with the cost of prosecution. In this subdivision, "return" includes a separate return filed by a spouse with respect to a taxable year for which a joint return is filed under s. 71.03 (2) (g) to (L) after the filing of that separate return, and a joint return filed by the spouses with respect to a taxable year for which a separate return is filed under s. 71.03 (2) (m) after the filing of that joint return.

SECTION 120. 71.83 (2) (b) 2. of the statutes is amended to read:

71.83 (2) (b) 2. (title) Corporate officers; false franchise or income tax return. Any officer of a corporation or manager of a limited liability company required by law to make, render, sign or verify any franchise or income tax return, who makes any false or fraudulent franchise or income tax return, with intent to defeat or evade any assessment required by this chapter shall be guilty of a

1993 Assembly Bill 820

felony and may be fined not to exceed \$10,000 or imprisoned for not to exceed 5 years or both, together with the cost of prosecution.

SECTION 121. 73.03 (8) of the statutes is amended to read:

73.03 (8) To require individuals, partnerships, limited liability companies, companies, associations and corporations to furnish information concerning their capital, funded or other debt, current assets and liabilities, value of property, earnings, operating and other expenses, taxes and all other facts which may be needful to enable the department to ascertain the value and the relative burdens borne by all kinds of property in the state.

SECTION 122. 73.03 (20) of the statutes is amended to read:

73.03 (20) To investigate all delinquent personal property, death and income or franchise taxes and surtaxes in the state and the possibility of the collection of them and to require taxing officials, including town treasurers, county treasurers, sheriffs and district attorneys, to institute proceedings, actions and prosecutions for the collection of delinquent taxes so that the amount of delinquent taxes shall be reduced to the minimum. In carrying out this subsection the department of revenue may examine or cause to be examined by any agent, employe or representative designated by it for that purpose, any books, papers, records or memoranda of any corporation, limited liability company, copartnership or individual bearing upon the collection of any delinquent taxes and may require the attendance of the officials of any corporation or limited liability company or of any other person having knowledge in the premises and may take testimony and require proof material for their information upon any matter that they deem of value for the purpose of enforcing the payment of delinquent taxes. The department of revenue may also perform other duties and adopt other procedures that may be necessary to carry out this subsection and direct that proceedings, actions and prosecutions be instituted to enforce the laws relating to the collection of delinquent taxes of every kind. To this end, the department of justice shall, upon the request of the department of revenue, conduct such actions, proceedings or prosecutions or assist the local town, city, village or county officials in them or assist the district attorneys.

SECTION 123. 75.61 (2) of the statutes is amended to read:

75.61 (2) TAX CERTIFICATES OF COUNTY, DISCOUNT ON. Whenever the county holds tax certificates upon real estate and the owner of said real estate or any person, firm, association ~~or~~ corporation or limited liability company holding a valid lien thereon shall claim the assessment of said real estate to be greater than the value that can ordinarily be obtained therefor at private sale, the respective town board, village board or city council

where said real estate is situated may take proof under oath of the value of said real estate and make a finding thereon. Upon the filing of said finding with the county treasurer, the treasurer shall accept from said owner or lienholder the proper proportional tax on said real estate based upon the value so found, together with the proper charges, as in the case of redemption of tax certificates, shall cancel said tax certificate as it relates to that real estate, and shall give to said owner or lienholder a receipt for said tax. The difference between the tax as returned and the amount of such proportional tax, exclusive of charges, received by the county as a result of the compromise shall be charged to the town, village or city which returned the same and may be included by the county as a special charge in the next tax levy against such town, city or village.

SECTION 124. 76.38 (1) (bg) of the statutes is amended to read:

76.38 (1) (bg) "Person" means any individual, partnership, limited liability company, firm, association, company or corporation.

SECTION 125. 77.21 (1e) of the statutes is amended to read:

77.21 (1e) "Mergers of corporations" means the combination of 2 or more corporations under a plan of merger or a plan of consolidation or the combination of 2 or more limited liability companies under a plan of merger.

SECTION 126. 77.25 (15s) of the statutes is created to read:

77.25 (15s) Between a limited liability company and one or more of its members if all of the members are related to each other as spouses, lineal ascendants, lineal descendants, siblings, or spouses of siblings and if the transfer is for no consideration other than the assumption of debt or an interest in the limited liability company.

SECTION 127. 77.51 (10) of the statutes is amended to read:

77.51 (10) "Person" includes any natural person, firm, partnership, limited liability company, joint venture, joint stock company, association, public or private corporation, the United States, the state of Wisconsin, including any unit or division thereof, any county, city, village, town, municipal utility, municipal power district or other governmental unit, cooperative, estate, trust, receiver, executor, administrator, any other fiduciary, and any representative appointed by order of any court or otherwise acting on behalf of others.

SECTION 128. 77.51 (14g) (bm) of the statutes is created to read:

77.51 (14g) (bm) The contribution of property to a limited liability company upon its organization solely in consideration for a membership interest;

SECTION 129. 77.51 (14g) (cm) of the statutes is created to read:

1993 Assembly Bill 820

77.51 (14g) (cm) The transfer of property to a limited liability company, solely in consideration for a membership interest, pursuant to a merger;

SECTION 130. 77.51 (14g) (em) of the statutes is created to read:

77.51 (14g) (em) The distribution of property by a limited liability company to its members in whole or partial liquidation;

SECTION 131. 77.51 (14g) (h) of the statutes is amended to read:

77.51 (14g) (h) Any transfer of all or substantially all the property held or used by a person in the course of an activity requiring the holding of a seller's permit, if after the transfer the real or ultimate ownership of the property is substantially similar to that which existed before the transfer. For the purposes of this section, stockholders, bondholders, partners, ~~members~~ or other persons holding an interest in a corporation or other entity are regarded as having the real or ultimate ownership of the property of the corporation or other entity. In this paragraph, "substantially similar" means 80% or more of ownership.

SECTION 132. 77.52 (12) of the statutes is amended to read:

77.52 (12) A person who operates as a seller in this state without a permit or after a permit has been suspended, revoked or has expired, unless the person has a temporary permit under sub. (11) (a), and each officer of any corporation, partnership member, limited liability company member or other person authorized to act on behalf of a seller who so operates, is guilty of a misdemeanor. Permits shall be held only by persons actively operating as sellers of tangible personal property or taxable services. Any person not so operating shall forthwith surrender that person's permit to the department for cancellation. The department may revoke the permit of a person found not to be actively operating as a seller of tangible personal property or taxable services.

SECTION 133. 77.53 (17r) (dm) of the statutes is created to read:

77.53 (17r) (dm) If the owner or lessee is a limited liability company, all of the corporate members fulfill the requirements under par. (c) and none of the managers and none of the members who has management or control responsibilities is domiciled in this state and the limited liability company has no other tangible personal property and no real property; except aircraft and such property as hangars, accessories, attachments, fuel and parts required for operation of aircraft; in this state at the time the aircraft is registered in this state.

SECTION 134. 77.53 (17r) (g) of the statutes is amended to read:

77.53 (17r) (g) The department has not determined that the owner, if the owner is a corporation, trust ~~or~~ partnership or limited liability company, was formed to qualify for the exception under this subsection.

SECTION 135. 77.60 (9) of the statutes, as affected by 1993 Wisconsin Act 16, is amended to read:

77.60 (9) Any person who is required to make a payment of the amount of tax imposed under this subchapter and who wilfully fails to make such payment to the department shall be personally liable for such amounts, including interest and penalties thereon, if that ~~corporation~~ person's principal is unable to pay such amounts to the department. The personal liability of such person as provided in this subsection shall survive the dissolution of the corporation or other form of business association. Personal liability may be assessed by the department against such person under this subchapter for the making of sales tax determinations against retailers and shall be subject to the provisions for review of sales tax determinations against retailers, but the time for making such determinations shall not be limited by s. 77.59 (3). "Person", in this subsection, includes an officer, employe or other responsible person of a corporation or other form of business association or a member, employe or other responsible person of a partnership, limited liability company or sole proprietorship who, as such officer, employe, member or other responsible person, is under a duty to perform the act in respect to which the violation occurs.

SECTION 136. 77.92 (4) of the statutes, as affected by 1993 Wisconsin Act 16, is amended to read:

77.92 (4) "Net business income", with respect to a partnership or limited liability company, means taxable income as calculated under section 703 of the internal revenue code; plus the items of income and gain under section 702 of the internal code; minus the items of loss and deduction under section 702 of the internal revenue code; plus payments treated as not made to partners under section 707 (a) of the internal revenue code; plus the credits claimed under s. 71.07 (2di), (2dj), (2dL) and (2ds); but excluding income, gain, loss and deductions from farming. "Net business income", with respect to a natural person, estate or trust, means profit from a trade or business for federal income tax purposes and includes net income derived as an employe as defined in section 3121 (d) (3) of the internal revenue code.

SECTION 137. 77.93 (2) of the statutes is amended to read:

77.93 (2) All natural persons, estates and trusts that are required to file a return under subch. I or II of ch. 71 for the taxable year and that either are an employe as defined in section 3121 (d) (3) of the internal revenue code or file a form indicating a profit or loss from a trade or business for federal income tax purposes for the taxable year. The surcharge is imposed on each such natural person regardless of ch. 766 and regardless of whether or not the person files jointly under ch. 71. The surcharge is not imposed on net business income of individuals for which the surcharge is imposed on a tax-option corpora-

1993 Assembly Bill 820

tion of which an individual is a shareholder ~~or~~ a partnership of which an individual is a partner or a limited liability company of which an individual is a member.

SECTION 138. 77.93 (3m) of the statutes is created to read:

77.93 (3m) All limited liability companies, except companies that have net business income only from farming, that are required to file a return under s. 71.20 (1) for the taxable year. The surcharge is imposed on the limited liability company, not on its members, except that if a company's surcharge is delinquent the members are jointly and severally liable for it.

SECTION 139. 77.93 (5) of the statutes is amended to read:

77.93 (5) All natural persons, estates, trusts ~~and~~ partnerships and limited liability companies that are engaged in farming. The surcharge is imposed on the partnership or limited liability company, not on its partners or members, except that if a partnership's or company's surcharge is delinquent the partners or members are jointly and severally liable for it.

SECTION 140. 77.947 of the statutes, as created by 1993 Wisconsin Act 16, is amended to read:

77.947 (title) Partnerships and limited liability companies; estimated payments. Partnerships and limited liability companies shall pay the surcharge under this subchapter in the manner applicable to the estimated payment of taxes and surcharges by individuals under s. 71.09. Section 71.84 (1) as it applies to underpayments of estimated taxes and surcharges by individuals applies to underpayments of estimated surcharges by partnerships and limited liability companies.

SECTION 141. 78.68 (7) of the statutes is amended to read:

78.68 (7) Any person, including an officer of a corporation or a manager of a limited liability company, who is required to make, render, sign or verify any report or return required by this chapter and who makes a false or fraudulent report or return or who fails to furnish a report or return when due with the intent, in either case, to defeat or evade the tax imposed by this subchapter may be fined not more than \$500 or imprisoned for not more than 30 days or both.

SECTION 142. 84.011 of the statutes is amended to read:

84.011 Who to sign contracts. The secretary, or the secretary's designees, may sign and execute in the name of the department any conveyance or any contract or agreement with the federal government or its departments, subdivisions of the state, corporations, limited liability companies, associations, copartnerships and individuals.

SECTION 143. 84.076 (1) (b) (intro.) of the statutes is amended to read:

84.076 (1) (b) (intro.) "Disadvantaged business" means a sole proprietorship, partnership, limited liability

company, joint venture or corporation that fulfills all of the following requirements, as certified by the department:

SECTION 144. 84.30 (10) (c) of the statutes is amended to read:

84.30 (10) (c) No license to engage or continue to engage in the business of outdoor advertising shall be granted to any applicant who does not reside in this state or, in the case of a foreign corporation or foreign limited liability company not authorized to do business in this state until such applicant files with the department a bond payable to the state and with a surety approved by the attorney general, in the sum of \$5,000 conditioned upon the licensee observing and fulfilling all applicable provisions of this section. Upon default thereof the department may enforce the collection of such bond in any court of competent jurisdiction. The bond shall remain in effect so long as any obligation of such licensee to the state remains unsatisfied.

SECTION 145. 85.25 (2) (c) (intro.) of the statutes is amended to read:

85.25 (2) (c) (intro.) "Disadvantaged business" means a sole proprietorship, partnership, limited liability company, joint venture or corporation that fulfills all of the following requirements:

SECTION 146. 91.01 (9) of the statutes is amended to read:

91.01 (9) "Owner" means a resident of this state owning land and includes an individual, legal guardian, corporation incorporated in this state, business trust, estate, trust, limited liability company, partnership or association or 2 or more persons having a joint or common interest in the land. However, where land is subject to a land contract, it means the vendor in agreement with the vendee.

SECTION 147. 91.75 (2) (a) 2. of the statutes is amended to read:

91.75 (2) (a) 2. "Owner", as defined in s. 91.01 (9), also includes a partner in a partnership, a member in a limited liability company and a shareholder in a corporation.

SECTION 148. 92.03 (4) (intro.) of the statutes is amended to read:

92.03 (4) (intro.) "Landowner" means any person over 18 years of age and any partnership, limited liability company, firm or corporation that holds title to land lying within a county whether or not this land is subject to easement, mortgage, lien, lease or restrictive covenant, except that this term does not include any person who is under guardianship, a person who is incompetent or a person who is mentally ill. A person, partnership, limited liability company, firm or corporation is deemed to hold title to land if the person, partnership, limited liability company, firm or corporation has any of the following:

SECTION 149. 94.38 (13) of the statutes is amended to read:

94.38 (13) “Person” includes any individual, firm, partnership, limited liability company, corporation, company, society or association.

SECTION 150. 94.66 (1) (b) of the statutes is amended to read:

94.66 (1) (b) “Person” means an individual, firm, association, limited liability company, corporation or county.

SECTION 151. 94.67 (5) (a) (intro.) of the statutes is amended to read:

94.67 (5) (a) (intro.) “Commercial application business” means a corporation, limited liability company, cooperative association, partnership, natural person doing business as a sole proprietor or other nongovernmental business entity that does either of the following:

SECTION 152. 99.02 (1) of the statutes is amended to read:

99.02 (1) APPLICATION. Except as provided in sub. (2), no person may operate a warehouse, including a cold storage warehouse, for the storage of property as bailee for hire without a public warehouse keeper’s license. A person desiring a public warehouse keeper’s license shall apply on a form furnished by the department and shall set forth the location, size, character and equipment of the building or premises to be used by the applicant, the kinds of goods intended to be stored, the name of each partner if a partnership or of each member if a limited liability company, the names of the officers if a corporation, and such other facts as the department requires to show that the property proposed to be used is suitable for a warehouse and that the applicant is qualified as a public warehouse keeper. If the property proposed to be used is suitable for a public warehouse and the applicant is otherwise qualified, a license shall be issued upon payment of the license fee under sub. (3) and the filing of security or insurance as required under s. 99.03.

SECTION 153. 100.03 (1) (a) 1. of the statutes is amended to read:

100.03 (1) (a) 1. An officer, director, partner, member, major stockholder, employe or agent of the operator.

SECTION 154. 100.03 (13) of the statutes is amended to read:

100.03 (13) PRIORITY OF PRODUCER CLAIMS. In any insolvency or creditor’s proceeding in court against a contractor, the unpaid claim of a producer under this section has the same priority as a claim for wages under s. 109.09 (2). Producer claims have priority over the unsecured claims of any owner, officer, agent, partner, member, manager, stockholder or family member of the contractor. Producer claims shall be given the same priority as a claim for wages under s. 109.09 (2) in federal bankruptcy proceedings, to the extent permitted by federal law. This subsection does not impair any other lien, security or priority for a producer claim.

SECTION 155. 100.201 (1) (b) 2. of the statutes is amended to read:

100.201 (1) (b) 2. For the purpose of this section any subsidiary or affiliate corporation, limited liability company or cooperative, and any officer, director ~~or~~ partner, member or manager of a corporation, cooperative, ~~or~~ partnership or limited liability company which is a retailer of selected dairy products, and any individual, corporation, cooperative, partnership, limited liability company, association or any other business unit which owns, controls or franchises any retailer or which has any retailer as an affiliate, member or subsidiary, is deemed to be a retailer of selected dairy products and the prohibitions of sub. (2) shall also apply to any such person or business unit which sells any selected dairy product at wholesale.

SECTION 156. 100.201 (1) (f) 2. of the statutes is amended to read:

100.201 (1) (f) 2. For the purpose of this section any subsidiary or affiliate corporation, limited liability company or cooperative, and any officer, director ~~or~~ partner, member or manager of a corporation, cooperative, ~~or~~ partnership or limited liability company which is a wholesaler of selected dairy products, is deemed to be a wholesaler of selected dairy products.

SECTION 157. 100.235 (1) (a) 1. of the statutes is amended to read:

100.235 (1) (a) 1. An officer, director, partner, member, manager, major stockholder, employe or agent of a contractor.

SECTION 158. 100.24 of the statutes is amended to read:

100.24 Revocation of corporate authority. Any corporation, or limited liability company, foreign or domestic, which violates any order issued under s. 100.20 may be enjoined from doing business in this state and its certificate of authority ~~or~~ incorporation or organization may be canceled or revoked. The attorney general may bring an action for this purpose in the name of the state. In any such action judgment for injunction, cancellation or revocation may be rendered by the court, upon such terms as it deems just and in the public interest, but only upon proof of a substantial and wilful violation.

SECTION 159. 101.87 (1) of the statutes is amended to read:

101.87 (1) The department shall adopt rules establishing a uniform examination for the statewide certification of master electricians and establishing certification requirements for electrical contractors, journeymen electricians and beginning electricians. The rules shall specify that only master electricians and persons who employ at least one master electrician may be certified as electrical contractors; that persons who successfully complete an apprenticeship program lasting for at least 4 years and approved by the U.S. department of labor and by the department or pass an inside journeyman wireman examination and who have installed electrical wiring for at least 48 months and have maintained and repaired elec-

1993 Assembly Bill 820

trical wiring for at least one month shall be certified as journeymen electricians; and that only persons who have some experience installing and repairing electrical wiring may be certified as beginning electricians. The rules shall provide for the periodic administration of the examination, shall specify the certification period and examination fee and shall establish criteria for the suspension of the certificate by the department for violations of a municipality's electrical code upon notification of such violations by the municipality. Applicants for certification as electrical contractors shall provide the department with their social security number, their worker's compensation number, their unemployment insurance account number, their state and federal tax identification numbers and the name and address of each partner or member if they are partnerships or limited liability companies, of the owner if they are individual proprietorships and of their officers if they are corporations.

SECTION 160. 102.04 (2) of the statutes is amended to read:

102.04 (2) Except with respect to a partner or member electing under s. 102.075, members of partnerships or limited liability companies shall not be counted as employees. Except as provided in s. 102.07 (5) (a), a person under contract of hire for the performance of any service for any employer subject to this section (1961) shall not constitute an employer of any other person with respect to such service and such other person shall, with respect to such service, be deemed to be an employe only of such employer for whom the service is being performed.

SECTION 161. 102.07 (15) of the statutes is amended to read:

102.07 (15) A sole proprietor or partner or member electing under s. 102.075 is an employe.

SECTION 162. 102.075 of the statutes is amended to read:

102.075 (title) **Election by sole proprietor, partner or member.** (1) Any sole proprietor ~~or~~, partner or member of a limited liability company engaged in a vocation, profession or business on a substantially full-time basis may elect to be an employe under this chapter by procuring insurance against injury sustained in the pursuit of that vocation, profession or business. This coverage may be obtained by endorsement on an existing policy of worker's compensation insurance or by issuance of a separate policy to the sole proprietor ~~or~~, partner or member on the same basis as any other policy of worker's compensation insurance.

(2) For the purpose of any insurance policy other than a worker's compensation insurance policy, no sole proprietor ~~or~~, partner or member may be considered eligible for worker's compensation benefits unless he or she elected to be an employe under this section.

(3) Any sole proprietor ~~or~~, partner or member who elected to be an employe under this section may with-

draw that election upon 30 days' prior written notice to the insurance carrier and the Wisconsin compensation rating bureau.

SECTION 163. 102.31 (1) (dL) of the statutes is created to read:

102.31 (1) (dL) A contract procured to insure a limited liability company may not be construed to cover the individual liability of the members of the limited liability company in the course of a trade, business, profession or occupation conducted by them as individuals. A contract procured to insure an individual may not be construed to cover the liability of a limited liability company of which the individual is a member or to cover the liability of the individual arising as a member of any limited liability company.

SECTION 164. 102.51 (7) of the statutes is amended to read:

102.51 (7) CERTAIN DEFENSE BARRED. In proceedings for the collection of primary death benefit or burial expense it shall not be a defense that the applicant, either individually or as a partner or member, was an employer of the deceased.

SECTION 165. 103.275 (2) (a) 2L of the statutes is created to read:

103.275 (2) (a) 2L. If the applicant is a limited liability company, the date and place of its organization.

SECTION 166. 103.275 (2) (a) 3. of the statutes is amended to read:

103.275 (2) (a) 3. The name and permanent home address of the sole proprietor, managing partner, managers or principal officers of the applicant.

SECTION 167. 103.37 (3) of the statutes is amended to read:

103.37 (3) "Employer", as used in this section means an individual, a partnership, an association, a corporation, a limited liability company, a legal representative, trustee, receiver, trustee in bankruptcy, and any common carrier by rail, motor, water or air doing business in or operating within the state.

SECTION 168. 103.49 (7) (d) of the statutes is amended to read:

103.49 (7) (d) Any person submitting a bid on a project subject to this section shall be required, on the date the person submits the bid, to identify any construction business in which the person, or a shareholder, member, officer or partner of the person, if the person is a business, owns, or has owned at least a 25% interest on the date the person submits the bid or at any other time within 3 years preceding the date the person submits the bid, if the business has been found to have failed to pay the prevailing wage rate determined under this section or to have paid less than 1.5 times the hourly basic rate of pay for hours worked on a project in excess of the prevailing hours of labor determined under this section.

SECTION 169. 107.15 (2) (b) of the statutes is amended to read:

1993 Assembly Bill 820

107.15 (2) (b) “Licensee” means any person licensed to conduct exploration activities by the department of natural resources under s. 144.832. If the person is a corporation or limited liability company, “licensee” includes the parent and any subsidiary or affiliates of the corporation or limited liability company engaged in mining or activities related to mining in this state.

SECTION 170. 107.15 (4) (a) 1. of the statutes is amended to read:

107.15 (4) (a) 1. The name and address of the person conducting exploration and, if the person is a corporation or limited liability company, the names and addresses of the parent and any subsidiaries or domestic affiliates of the corporation or limited liability company engaged in exploration activities in this state;

SECTION 171. 107.15 (4) (d) 1. of the statutes is amended to read:

107.15 (4) (d) 1. The name and address of the person conducting exploration and, if the person is a corporation or limited liability company, the names and addresses of the parent and any subsidiaries or domestic affiliates of the corporation or limited liability company engaged in exploration, prospecting or mining in this state;

SECTION 172. 108.02 (13) (a) of the statutes is amended to read:

108.02 (13) (a) “Employer” means every government unit and any person, association, corporation, whether domestic or foreign, or legal representative, debtor in possession or trustee in bankruptcy or receiver or trustee of a person, partnership, association or corporation, or guardian of the estate of a person, or legal representative of a deceased person, any partnership or partnerships consisting of the same partners, except as provided in par. (L), any limited liability company or limited liability companies consisting of the same members, except as provided in par. (kL), and any fraternal benefit society as defined in s. 614.01 (1) (a), which is subject to this chapter under the statutes of 1975, or which has had employment in this state and becomes subject to this chapter under this subsection and, notwithstanding any other provisions of this section, any service insurance corporation organized or operating under ch. 613.

SECTION 173. 108.02 (13) (kL) of the statutes is created to read:

108.02 (13) (kL) “Employer” means all limited liability companies consisting of the same members except that “employer” means each limited liability company consisting of the same members if:

1. Each limited liability company maintains separate accounting records;
2. Each limited liability company otherwise qualifies as an “employer” under this subsection;
3. Each limited liability company files a written request with the department to be treated as an “employer”; and
4. The department approves the requests.

SECTION 174. 108.02 (15) (dn) 2. b. of the statutes is amended to read:

108.02 (15) (dn) 2. b. The employer is a corporation or a limited liability company which is organized under the laws of Wisconsin; or

SECTION 175. 108.02 (15) (do) 1. d. of the statutes is amended to read:

108.02 (15) (do) 1. d. A corporation or limited liability company organized under the laws of the United States or of any state.

SECTION 176. 108.02 (15) (k) 8. of the statutes is amended to read:

108.02 (15) (k) 8. As an unpaid officer of a corporation or association or as an unpaid manager of a limited liability company;

SECTION 177. 108.04 (1) (g) 1L of the statutes is created to read:

108.04 (1) (g) 1L. Employment by a limited liability company, if a one-half or greater ownership interest in the limited liability company is or during such employment was owned or controlled, directly or indirectly, by the individual’s spouse or child, or by the individual’s parent if the individual is under age 18, or by a combination of 2 or more of them.

SECTION 178. 108.16 (2) (g) of the statutes is amended to read:

108.16 (2) (g) Whenever the department receives a request of 2 or more partnerships or limited liability companies consisting of the same partners or members to be treated as separate employers prior to October 1 of any year, the department shall apportion the balance in any existing account of the partnerships or limited liability companies among the separate employers on January 1 following the date of receipt of the request in proportion to the payrolls incurred in the businesses operated by each of the employers in the 4 completed calendar quarters ending on the computation date preceding the date of receipt of the request and shall calculate the reserve percentage of each separate employer in accordance with the proportion of the payroll attributable to that employer. Section 108.18 (2) is not made applicable to the separate employers by reason of such treatment. For purposes of s. 108.18 (7), the department shall treat the partnerships or limited liability companies as separate employers on November 1 preceding that January 1. For purposes of s. 108.18 (7) (b) and (c), the department shall treat the separate employers as existing employers on that January 1.

SECTION 179. 108.16 (2) (h) of the statutes is amended to read:

108.16 (2) (h) Whenever, prior to October 1 of any year, the department receives a written request by all partnerships or limited liability companies consisting of the same partners or members which have elected to be treated as separate employers for the partnerships or limited liability companies to be treated as a single employer,

1993 Assembly Bill 820

the department shall combine the balances in the existing accounts of the separate employers into a new account on January 1 following the date of receipt of the request and shall calculate the reserve percentage of the single employer in accordance with the combined payroll attributable to each of the separate employers in the 4 completed calendar quarters ending on the computation date preceding that January 1. Section 108.18 (2) is not made applicable to the single employer by reason of such treatment. For purposes of s. 108.18 (7), the department shall treat the partnerships or limited liability companies as a single employer on November 1 preceding that January 1. For purposes of s. 108.18 (7) (b) and (c), the department shall treat the single employer as an existing employer on that January 1.

SECTION 180. 108.16 (8) (c) 1. of the statutes is amended to read:

108.16 (8) (c) 1. The transferee is a legal representative or trustee in bankruptcy or receiver or trustee of a person, partnership, limited liability company, association or corporation, or guardian of the estate of a person, or legal representative of a deceased person.

SECTION 181. 108.22 (9) of the statutes is amended to read:

108.22 (9) Any officer or employe or any member or manager holding at least 20% of the ownership interest of a corporation or of a limited liability company subject to this chapter, who has control or supervision of or responsibility for filing contribution reports or making payment of contributions, and who wilfully fails to file such reports or to make such payments to the department, may be found personally liable for such amounts, including interest, tardy payment or filing fees, costs and other fees, in the event that after proper proceedings for the collection of such amounts, as provided in this chapter, the corporation or limited liability company is unable to pay such amounts to the department. The personal liability of such officer ~~or~~ employe, member or manager as provided in this subsection survives dissolution, reorganization, bankruptcy, receivership, assignment for the benefit of creditors, judicially confirmed extension or composition, or any analogous situation of the corporation or limited liability company and shall be set forth in a determination or decision issued under s. 108.10.

SECTION 182. 111.02 (10) of the statutes is amended to read:

111.02 (10) The term “person” includes one or more individuals, partnerships, associations, corporations, limited liability companies, legal representatives, trustees or receivers.

SECTION 183. 112.01 (1) (d) of the statutes is amended to read:

112.01 (1) (d) “Person” includes a corporation, limited liability company, partnership, or other association, or two or more persons having a joint or common interest.

SECTION 184. 112.06 (1) (c) of the statutes is amended to read:

112.06 (1) (c) “Corporation” means a private or public corporation, limited liability company, association or trust issuing a security.

SECTION 185. 112.06 (1) (e) of the statutes is amended to read:

112.06 (1) (e) “Person” includes an individual, a corporation, government or governmental subdivision or agency, business trust, estate, trust, limited liability company, partnership or association, 2 or more persons having a joint or common interest, or any other legal or commercial entity.

SECTION 186. 112.10 (4) (a) of the statutes is amended to read:

112.10 (4) (a) Invest and reinvest an institutional fund in any real or personal property deemed advisable by the governing board, whether or not it produces a current return, including mortgages, stocks, bonds, debentures, and other securities of profit or nonprofit corporations, shares in or obligations of associations, limited liability companies, partnerships, or individuals, and obligations of any government or subdivision or instrumentality thereof;

SECTION 187. 112.10 (4) (d) of the statutes is amended to read:

112.10 (4) (d) Invest all or any part of an institutional fund in any other pooled or common fund available for investment, including shares or interests in regulated investment companies, mutual funds, common trust funds, limited liability companies, investment partnerships, real estate investment trusts, or similar organizations in which funds are commingled and investment determinations are made by persons other than the governing board.

SECTION 188. 125.02 (14) of the statutes is amended to read:

125.02 (14) “Person” means a natural person, sole proprietorship, partnership, limited liability company, corporation or association.

SECTION 189. 125.04 (3) (a) 4L of the statutes is created to read:

125.04 (3) (a) 4L. If the applicant is a limited liability company, the identity of the company members or managers and agent.

SECTION 190. 125.04 (4) of the statutes is amended to read:

125.04 (4) LIST OF LICENSEES. By July 15 annually, the clerk of a municipality issuing licenses shall mail to the department a list containing the name, address and trade name of each person holding a license issued by that municipality, other than a manager’s or operator’s license or a license issued under s. 125.26 (6), the type of license held and, if the person holding the license is a corporation

or limited liability company, the name of the agent appointed under sub. (6).

SECTION 191. 125.04 (5) (c) of the statutes is amended to read:

125.04 (5) (c) (title) *Corporations and limited liability companies.* No license or permit may be issued to any corporation or limited liability company unless the ~~corporation~~ entity meets the qualifications under pars. (a) 1. and 4. and (b), unless the agent of the ~~corporation~~ entity appointed under sub. (6) and the officers and directors, or members or managers, of the ~~corporation~~ entity meet the qualifications of pars. (a) 1. and 3. and (b) and unless the agent of the ~~corporation~~ entity appointed under sub. (6) meets the qualification under par. (a) 2. The requirement that the ~~corporation~~ entity meet the qualifications under pars. (a) 1 and (b) does not apply if the ~~corporation~~ entity has terminated its relationship with all of the individuals whose actions directly contributed to the conviction.

SECTION 192. 125.04 (6) (title) and (a) of the statutes are amended to read:

125.04 (6) (title) LICENSES TO CORPORATIONS AND LIMITED LIABILITY COMPANIES; APPOINTMENT OF AGENTS. (a) *Agent.* No corporation or limited liability company organized under the laws of this state or of any other state or foreign country may be issued any alcohol beverage license or permit unless:

1. The ~~corporation~~ entity first appoints an agent in the manner prescribed by the authority issuing the license or permit. In addition to the qualifications under sub. (5), the agent must, with respect to character, record and reputation, be satisfactory to the issuing authority.

2. The ~~corporation~~ entity vests in the agent, by properly authorized and executed written delegation, full authority and control of the premises described in the license or permit of the ~~corporation~~ entity, and of the conduct of all business on the premises relative to alcohol beverages, that the licensee or permittee could have and exercise if it were a natural person.

SECTION 193. 125.04 (6) (b) (intro.) of the statutes is amended to read:

125.04 (6) (b) *Successor agent.* (intro.) A corporation or limited liability company may cancel the appointment of an agent and appoint a successor agent to act in the agent's place, for the remainder of the license year or until another agent is appointed, as follows:

SECTION 194. 125.04 (6) (b) 2. of the statutes is amended to read:

125.04 (6) (b) 2. The ~~corporation~~ entity shall immediately notify the issuing authority, in writing, of the appointment of the successor agent and the reason for the cancellation and new appointment.

SECTION 195. 125.04 (6) (c) of the statutes is amended to read:

125.04 (6) (c) *Authority of successor.* A successor agent shall have all the authority, perform all the func-

tions and be charged with all the duties of the previous agent of the corporation or limited liability company until the next regular or special meeting of the issuing authority if a license is held. However, the license of the corporation or limited liability company shall cease to be in force if, prior to the next regular or special meeting of the issuing authority, the clerk of the licensing authority receives notice of disapproval of the successor agent by a peace officer of the municipality issuing the license.

SECTION 196. 125.04 (6) (d) of the statutes is amended to read:

125.04 (6) (d) *Approval of successor.* The license of the corporation or limited liability company shall not be in force after the next regular or special meeting of the licensing authority unless and until the successor agent or another qualified agent is appointed and approved by the licensing authority.

SECTION 197. 125.04 (6) (e) of the statutes is amended to read:

125.04 (6) (e) *Fee.* The corporation or limited liability company shall, following the approval of each successor agent or another qualified agent by the licensing authority, pay to the licensing authority a fee of \$10.

SECTION 198. 125.04 (6) (f) of the statutes is amended to read:

125.04 (6) (f) *Resignation.* If an agent appointed under this subsection resigns, he or she shall notify in writing the corporation or limited liability company and the authority issuing the license or permit within 48 hours of the resignation.

SECTION 199. 125.07 (3) (a) 10. of the statutes is amended to read:

125.07 (3) (a) 10. An underage person who enters or remains on Class "B" or "Class B" licensed premises on a date specified by the licensee or permittee during times when no alcohol beverages are consumed, sold or given away. During those times, the licensee, the agent named in the license if the licensee is a corporation or limited liability company or a person who has an operator's license shall be on the premises unless all alcohol beverages are stored in a locked portion of the premises. The licensee shall notify the local law enforcement agency, in advance, of the times underage persons will be allowed on the premises under this subdivision.

SECTION 200. 125.26 (2m) of the statutes is amended to read:

125.26 (2m) Notwithstanding s. 125.04 (3) (a) 3. and (9), a Class "B" license authorizes a person operating a hotel to furnish a registered guest who has attained the legal drinking age with a selection of fermented malt beverages in the guest's room which is not part of the Class "B" premises. Fermented malt beverages furnished under this subsection shall be furnished in original packages or containers and stored in a cabinet, refrigerator or other secure storage place. The cabinet, refrigerator or other secure storage place must be capable of being

1993 Assembly Bill 820

– 25 –

locked. The cabinet, refrigerator or other secure storage place shall be locked, or the fermented malt beverages shall be removed from the room, when the room is not occupied and when fermented malt beverages are not being furnished under this subsection. A key for the lock shall be supplied to a guest who has attained the legal drinking age upon request at registration. The hotel shall prominently display a price list of the fermented malt beverages in the hotel room. Fermented malt beverages may be furnished at the time the guest occupies the room, but for purposes of this chapter, the sale of fermented malt beverages furnished under this subsection is considered to occur at the time and place that the guest pays for the fermented malt beverages. Notwithstanding s. 125.32 (3), the guest may pay for the fermented malt beverages at any time if he or she pays in conjunction with checking out of the hotel. An individual who stocks or accepts payment for alcohol beverages under this subsection shall be the licensee, the agent named in the license if the licensee is a corporation or limited liability company or the holder of a manager's or operator's license or be supervised by one of those individuals.

SECTION 201. 125.28 (1) of the statutes is amended to read:

125.28 (1) Every municipal governing body may issue licenses to wholesalers for the sale of fermented malt beverages from premises within the municipality. A wholesaler's license authorizes sales of fermented malt beverages only in original packages or containers to retailers or wholesalers, not to be consumed in or about the premises where sold. In the case of a foreign corporation or foreign limited liability company whose wholesale premises is located outside of this state, the wholesaler's license shall be issued by the governing body of the municipality in which some part of the wholesaler's business is conducted in this state. No additional license or permit is required for the solicitation of orders for sale to or by licensed wholesalers.

SECTION 202. 125.30 (3) of the statutes is amended to read:

125.30 (3) Out-of-state shippers' permits may be issued to any person qualified under s. 125.04 (5). Notwithstanding s. 125.04 (5) (a), natural persons obtaining out-of-state shippers' permits are not required to be residents of this state. Notwithstanding s. 125.04 (6), corporations or limited liability companies obtaining out-of-state shippers' permits are not required to appoint agents.

SECTION 203. 125.31 (1) of the statutes is amended to read:

125.31 (1) Notwithstanding ss. 125.29 (2) and 125.33 (1), a brewer may maintain and operate a place on brewery premises and a place on real estate owned by the brewer or a subsidiary or affiliate corporation or limited liability company for the sale of fermented malt beverages for which a Class "B" license is required for each place, but not more than 2 such Class "B" licenses shall

be issued to any brewer. Notwithstanding ss. 125.29 (2) and 125.33 (1), a brewer may also own, maintain or operate places for the sale of fermented malt beverages on any state or county fairgrounds located in this state. Any Class "B" license necessary in connection with this ~~paragraph~~ subsection shall be issued to the brewer. Notwithstanding s. 125.33 (1), a brewer may own the furniture, fixtures, fittings, furnishings and equipment on such premises and shall pay any license fee or tax required for the operation of the premises.

SECTION 204. 125.32 (1) (a) (intro.) of the statutes is amended to read:

125.32 (1) (a) (intro.) If a municipal governing body elects to issue managers' licenses under s. 125.18, no person may manage premises operating under a Class "B" license or permit, unless the person is the licensee or permittee, an agent of a corporation or limited liability company appointed as required by s. 125.04 (6) or the holder of a manager's license. A manager's license issued in respect to a vessel under s. 125.27 (2) is valid outside the municipality that issues it. A person manages Class "B" premises if that person has responsibility or authority for:

SECTION 205. 125.32 (2) of the statutes is amended to read:

125.32 (2) OPERATORS' LICENSES; CLASS "A" OR CLASS "B" PREMISES. Except as provided under sub. (3) (b) and s. 125.07 (3) (a) 10., no premises operated under a Class "A" or Class "B" license or permit may be open for business unless there is upon the premises the licensee or permittee, the agent named in the license or permit if the licensee or permittee is a corporation or limited liability company, or some person who has an operator's license and who is responsible for the acts of all persons serving any fermented malt beverages to customers. An operator's license issued in respect to a vessel under s. 125.27 (2) is valid outside the municipality that issues it. For the purpose of this subsection, any person holding a manager's license under s. 125.18 or any member of the licensee's or permittee's immediate family who has attained the age of 18 shall be considered the holder of an operator's license. No person, including a member of the licensee's or permittee's immediate family, other than the licensee, permittee or agent may serve fermented malt beverages in any place operated under a Class "A" or Class "B" license or permit unless he or she has an operator's license or is at least 18 years of age and is under the immediate supervision of the licensee, permittee, agent or a person holding an operator's license, who is on the premises at the time of the service.

SECTION 206. 125.33 (1) of the statutes is amended to read:

125.33 (1) FURNISHING THINGS OF VALUE. (a) Except as provided in this section and s. 125.31, no brewer or wholesaler may furnish, give, lend, lease or sell any furniture, fixtures, fittings, equipment, money or other thing of value to any campus or Class "B" licensee or permit-

tee, or to any person for the use, benefit or relief of any campus or Class “B” licensee or permittee, or guarantee the repayment of any loan or the fulfillment of any financial obligation of any campus or Class “B” licensee or permittee. Such actions may not be taken by the brewer or wholesaler directly or indirectly, or through a subsidiary or affiliate corporation or limited liability company, or by any officer, director, stockholder ~~or~~ partner or member thereof.

(b) No brewer or wholesaler may enter into any agreement whereby any campus or Class “B” licensee or permittee is required to purchase the fermented malt beverages of any brewer to the exclusion of those manufactured by other brewers. Such contracts may not be entered into by the brewer or wholesaler, directly or indirectly, or through a subsidiary or an affiliate corporation or limited liability company, or by any officer, director, stockholder ~~or~~ partner or member thereof.

SECTION 207. 125.51 (3) (bm) of the statutes is amended to read:

125.51 (3) (bm) Notwithstanding pars. (a) and (b) and s. 125.04 (3) (a) 3. and (9), a “Class B” license authorizes a person operating a hotel to furnish a registered guest who has attained the legal drinking age with a selection of intoxicating liquor in the guest’s room which is not part of the “Class B” premises. Intoxicating liquor furnished under this paragraph shall be furnished in original packages or containers and stored in a cabinet, refrigerator or other secure storage place. The cabinet, refrigerator or other secure storage place must be capable of being locked. The cabinet, refrigerator or other secure storage place shall be locked, or the intoxicating liquor shall be removed from the room, when the room is not occupied and when intoxicating liquor is not being furnished under this paragraph. A key for the lock shall be supplied to a guest who has attained the legal drinking age upon request at registration. The hotel shall prominently display a price list of the intoxicating liquor in the hotel room. Intoxicating liquor may be furnished at the time the guest occupies the room, but for purposes of this chapter, the sale of intoxicating liquor furnished under this paragraph is considered to occur at the time and place that the guest pays for the intoxicating liquor. Notwithstanding s. 125.68 (4) (c), the guest may pay for the intoxicating liquor at any time if he or she pays in conjunction with checking out of the hotel. An individual who stocks or accepts payment for alcohol beverages under this paragraph shall be the licensee, the agent named in the license if the licensee is a corporation or limited liability company or the holder of a manager’s or operator’s license or be supervised by one of those individuals.

SECTION 208. 125.51 (3m) (c) of the statutes is amended to read:

125.51 (3m) (c) A “Class C” license may be issued to a person qualified under s. 125.04 (5) for a restaurant in which the sale of alcohol beverages accounts for less

than 50% of gross receipts and which does not have a bar-room if the municipality’s quota under sub. (4) prohibits the municipality from issuing a “Class B” license to that person. A “Class C” license may not be issued to a foreign corporation, a foreign limited liability company or a person acting as agent for or in the employ of another.

SECTION 209. 125.52 (3) of the statutes is amended to read:

125.52 (3) PERSONS ELIGIBLE. Except as provided under s. 125.69, a manufacturer’s or rectifier’s permit may be issued to any person qualified under s. 125.04 (5), except a foreign corporation, a foreign limited liability company or a person acting as an agent for or in the employ of another.

SECTION 210. 125.53 (2) of the statutes is amended to read:

125.53 (2) Winery permits may be issued to any person except a foreign corporation, a foreign limited liability company or a person acting as an agent for or in the employ of another.

SECTION 211. 125.54 (2) of the statutes is amended to read:

125.54 (2) PERSONS ELIGIBLE. Except as provided under s. 125.69, a wholesaler’s permit may be issued to any person qualified under s. 125.04 (5), except a foreign corporation, a foreign limited liability company or a person acting as an agent for or in the employ of another.

SECTION 212. 125.58 (2) of the statutes is amended to read:

125.58 (2) Out-of-state shippers’ permits may be issued to any person except a person acting as an agent for or in the employ of another. Notwithstanding s. 125.04 (5) (a), natural persons obtaining out-of-state shippers’ permits are not required to be residents of this state. Notwithstanding s. 125.04 (6), corporations or limited liability companies obtaining out-of-state shippers’ permits are not required to appoint agents.

SECTION 213. 125.65 (4) (b) of the statutes is amended to read:

125.65 (4) (b) The name and address of the applicant; if the applicant is a partnership, limited liability company or association, the name and address of each member thereof; or if the applicant is a corporation, the name and address of each of its officers.

SECTION 214. 125.65 (4) (d) of the statutes is amended to read:

125.65 (4) (d) For the period of at least 3 years immediately preceding the date of application, the business or occupation, if any, engaged in by the applicant; if a partnership, limited liability company or association, by each member thereof; or if a corporation, by each officer.

SECTION 215. 125.68 (1) (a) (intro.) of the statutes is amended to read:

125.68 (1) (a) (intro.) If a municipal governing body elects to issue managers’ licenses under s. 125.18, no person may manage premises operating under a “Class B”

1993 Assembly Bill 820

license or permit or a "Class C" license unless the person is the licensee or permittee, an agent of a corporation or limited liability company appointed as required by s. 125.04 (6) or the holder of a manager's license. A manager's license issued in respect to a vessel under s. 125.51 (5) (c) is valid outside the municipality that issues it. A person manages premises if that person has responsibility or authority for:

SECTION 216. 125.68 (2) of the statutes is amended to read:

125.68 (2) OPERATORS' LICENSES; "CLASS A", "CLASS B" OR "CLASS C" PREMISES. Except as provided under s. 125.07 (3) (a) 10., no premises operated under a "Class A" or "Class C" license or under a "Class B" license or permit may be open for business unless there is upon the premises either the licensee or permittee, the agent named in the license or permit if the licensee or permittee is a corporation or limited liability company, or some person who has an operator's license and who is responsible for the acts of all persons selling or serving any intoxicating liquor to customers. An operator's license issued in respect to a vessel under s. 125.51 (5) (c) is valid outside the municipality that issues it. For the purpose of this subsection, any person holding a manager's license issued under s. 125.18 or any member of the licensee's or permittee's immediate family who has attained the age of 18 shall be considered the holder of an operator's license. No person, including a member of the licensee's or permittee's immediate family, other than the licensee, permittee or agent may serve or sell alcohol beverages in any place operated under a "Class A" or "Class C" license or under a "Class B" license or permit unless he or she has an operator's license or is at least 18 years of age and is under the immediate supervision of the licensee, permittee or agent or a person holding an operator's license, who is on the premises at the time of the service.

SECTION 217. 127.01 (1) of the statutes is amended to read:

127.01 (1) "Affiliate" means any officer, director or ~~partner~~, member or manager of a warehouse keeper or grain dealer, any firm or corporation owned or operated by an officer, director or ~~partner~~, member or manager of a warehouse keeper or grain dealer and any person acting as agent for a warehouse keeper or grain dealer, who is engaged in the business of buying grain from, or contracting for the growing of grain by, a producer on behalf of a warehouse keeper or grain dealer.

SECTION 218. 128.16 (1) of the statutes is amended to read:

128.16 (1) The court may compel the debtor to discover any property alleged to belong or to have belonged to him or her, the disposition thereof and the consideration and all the circumstances of the disposition. Every officer, agent or stockholder of a corporation, manager or member of a limited liability company and every person to whom it shall be alleged that any transfer of property

has been made, or in whose possession or control the same is alleged to be, may be compelled to testify in relation thereto and to the transfer or possession of the property; but the witness shall not be liable to criminal prosecution or proceeding for or on account of his or her testimony.

SECTION 219. 133.02 (3) of the statutes is amended to read:

133.02 (3) "Person" includes individuals, the state and all its political subdivisions, all counties, cities, villages, towns, school districts, governmental agencies and bodies politic and corporate, and all corporations, limited liability companies, partnerships, associations, companies, firms, joint ventures, joint stock companies, trusts, business trusts, estates and other legal or commercial entities existing under or authorized by the laws of this or any other state, the United States or any of its territories or any other foreign country. Nothing in this definition may be construed to affect labor unions or any other association of laborers organized to promote the welfare of its members, nor associations or organizations intended to legitimately promote the interests of trade, commerce or manufacturing in this state, nor associations, corporate or otherwise, of farmers, gardeners or dairy workers or owners, including livestock farmers and fruit growers engaged in making collective sales or marketing for its members or shareholders of farm, orchard or dairy products produced by its members or shareholders if such activities are exempted under s. 133.07, 133.08 or 133.09 or are otherwise lawful under this chapter.

SECTION 220. 133.10 (1) of the statutes is amended to read:

133.10 (1) The examination of any party, or if a corporation or limited liability company be a party, of the president, secretary, other principal officer or the general managing agent thereof, or of the person who was such president, secretary, officer or agent at the time of the occurrence of the facts made the subject of the examination, or of any person acting for another or for a corporation, limited liability company or partnership, other than as a witness on a trial, may be taken by deposition at the instance of the department of justice in any such action or proceeding at any time between the commencement thereof and final judgment. Such deposition shall be taken within the state before a judge at chambers or a court commissioner on previous notice to such party and any other adverse party or the attorney thereof of at least 5 days, and may be taken without the state.

SECTION 221. 133.12 of the statutes is amended to read:

133.12 (title) Domestic and foreign corporations and limited liability companies; cancellation of charters or certificates of authority for restraining trade; affidavit. Any corporation or limited liability company organized under the laws of this state or foreign corporation or foreign limited liability company authorized to

1993 Assembly Bill 820

transact business in this state pursuant to a certificate of authority from the secretary of state which violates any provision of this chapter, may, upon proof thereof, in any circuit court have its charter or authority to transact business in this state suspended, canceled or annulled. Every corporation or limited liability company shall, in its annual report filed with the secretary of state, show whether it has entered into any contract, combination in the form of trust or otherwise, or conspiracy in restraint of trade or commerce. The department of justice shall enforce this section.

SECTION 222. 133.13 (1) of the statutes is amended to read:

133.13 (1) If the department of justice has reason to believe that any corporation or limited liability company has violated any provision of this chapter, the department of justice may address to any such corporation or limited liability company or to any director ~~or~~ officer or manager interrogatories deemed necessary to determine whether or not the ~~corporation~~ entity has violated any provision of this chapter. The corporation, limited liability company, director ~~or~~ officer or manager so addressed shall promptly and fully answer in writing under oath the interrogatories; the failure or neglect by any such corporation, limited liability company, director ~~or~~ officer or manager to do so within 60 days from receipt of the interrogatories, unless the time is extended in writing by the department of justice, shall constitute grounds for suspension, cancellation or annulment of its corporate charter or authority to transact business in this state under s. 133.12.

SECTION 223. 133.15 (1) of the statutes is amended to read:

133.15 (1) No person may be excused from answering any of the interrogatories authorized under this chapter, nor from attending and testifying, nor from producing any books, papers, contracts, agreements or documents in obedience to a subpoena issued by any lawful authority in any action or proceeding based upon or growing out of any alleged violation of any provision of this chapter or of any law of this state in regard to trusts, monopolies or illegal combinations on the ground of or for the reason that the answer, testimony or evidence, documentary or otherwise, required may tend to incriminate or subject the person to a penalty or forfeiture. No person may be prosecuted or subjected to any penalty or forfeiture for or on account of testifying or producing evidence, documentary or otherwise, in obedience to any request under this section or any subpoena, in any such action or proceeding, except that the charter of any corporation or limited liability company may be vacated and its corporate existence annulled or its certificate of authority to transact business in this state may be canceled and annulled as provided in this chapter, and except that no person testifying in any such action or proceeding may be exempt from punishment for perjury committed in so testifying.

SECTION 224. 134.45 (1) (a) of the statutes is amended to read:

134.45 (1) (a) “Person” shall include any natural person, partnership, copartnership, firm, unincorporated association, limited liability company or corporation doing business within this state.

SECTION 225. 134.45 (3) (b) of the statutes is amended to read:

134.45 (3) (b) A domestic, or foreign corporation ~~or foreign~~ association or limited liability company exercising any of the powers, franchises or functions of a ~~corporation~~ business entity in this state, ~~violating that violates~~ any provision of this section, shall not have the right of, and shall be prohibited from, doing business in this state, and the secretary of state shall revoke its certificate to do business in this state.

SECTION 226. 134.71 (5) (d) (intro.) of the statutes is amended to read:

134.71 (5) (d) (intro.) Whether the applicant is a natural person, corporation, limited liability company or partnership, and:

SECTION 227. 134.71 (5) (d) 2L of the statutes is created to read:

134.71 (5) (d) 2L. If the applicant is a limited liability company, the names and addresses of all members.

SECTION 228. 134.71 (7) (a) 1. of the statutes is amended to read:

134.71 (7) (a) 1. The applicant, including an individual, a partner, a member of a limited liability company or an officer, director or agent of any corporate applicant, has not been convicted within the preceding 10 years of a felony or within the preceding 5 years of a misdemeanor, statutory violation punishable by forfeiture or county or municipal ordinance violation in which the circumstances of the felony, misdemeanor or other offense substantially relate to the circumstances of being a pawnbroker, secondhand jewelry dealer, secondhand article dealer or secondhand article dealer mall or flea market owner.

SECTION 229. 136.01 (1) of the statutes is amended to read:

136.01 (1) “Contractor” means a person who offers for profit a future service contract to a prospective customer, or who enters into a future service contract with a customer, except a cooperative organized under ch. 185. Such person includes, but is not limited to, an individual, partnership, limited liability company, unincorporated association, or corporation. A “contractor” includes, but is not limited to, buyers clubs, guilds, plans, and guides.

SECTION 230. 138.05 (5) of the statutes is amended to read:

138.05 (5) This section shall not apply to loans to corporations or limited liability companies.

SECTION 231. 138.052 (10) of the statutes is amended to read:

1993 Assembly Bill 820

– 29 –

138.052 (10) This section does not apply to loans to corporations or limited liability companies.

SECTION 232. 138.053 (4) (a) of the statutes is amended to read:

138.053 (4) (a) This section does not apply to variable rate contracts, nor to loans or forbearances to corporations or limited liability companies.

SECTION 233. 138.055 (5) (a) of the statutes is amended to read:

138.055 (5) (a) This section does not apply to loans or forbearances to corporations or limited liability companies.

SECTION 234. 138.056 (8) (a) of the statutes is amended to read:

138.056 (8) (a) This section does not apply to loans or forbearances to corporations or limited liability companies.

SECTION 235. 138.09 (3) (a) of the statutes is amended to read:

138.09 (3) (a) Upon the filing of such application and the payment of such fee, the commissioner shall investigate the relevant facts, and if he shall find that the character and general fitness and the financial responsibility of the applicant, and the members thereof if the applicant is a partnership, limited liability company or association, and the officers and directors thereof if the applicant is a corporation, warrant the belief that the business will be operated in compliance with this section the commissioner shall thereupon issue a license to said applicant to make loans in accordance with the provisions of this section. If the commissioner shall not so find, he shall deny such application.

SECTION 236. 138.09 (3) (f) of the statutes is amended to read:

138.09 (3) (f) Every licensee shall make an annual report to the commissioner for each calendar year on or before March 15 of the following year. Such report shall cover business transacted by the licensee under the provisions of this section and shall give such reasonable and relevant information as the commissioner may require. Such reports shall be made upon blanks furnished by the commissioner and shall be signed and verified by the oath or affirmation of the licensee if an individual, one of the copartners if a copartnership, a member or manager if a limited liability company or by an officer of the corporation or association if a corporation or association. Any licensee operating under this section shall keep the records affecting loans made pursuant to this section separate and distinct from the records of any other business of such licensee.

SECTION 237. 138.12 (3) (c) of the statutes is amended to read:

138.12 (3) (c) The person to whom the license or the renewal thereof is issued shall file sworn answers, subject to the penalties of perjury, to such interrogatories as the commissioner requires. The commissioner may, at any

time, require the applicant fully to disclose the identity of all stockholders, partners, members, managers, officers and employees, and he may refuse to issue or renew a license in the name of any person if he is not satisfied that any officer, employe, stockholder ~~or~~ partner, member or manager thereof, who may materially influence the applicant's conduct, meets the standards of this section.

SECTION 238. 138.12 (4) (b) 3L of the statutes is created to read:

138.12 (4) (b) 3L. If a limited liability company, is organized under the laws of this state or a foreign limited liability company authorized to transact business in this state.

SECTION 239. 139.34 (9) of the statutes is amended to read:

139.34 (9) The applicant for a permit, if a nonresident ~~or~~ foreign corporation or foreign limited liability company, shall file proof that the applicant has appointed the secretary of state as agent for the service of process on any matter arising under ss. 139.30 to 139.44. A foreign corporation without a place of business in this state need not obtain a certificate of authority under ss. 180.1501 to 180.1505. If a foreign corporation has a certificate of authority under ss. 180.1501 to 180.1505, the foreign corporation satisfies this subsection by filing the address of its registered office in this state and the name of its registered agent at that office and by promptly filing any changes to this information. A foreign limited liability company without a place of business in this state need not obtain a certificate of registration under ss. 183.1002 to 183.1007. If a foreign limited liability company has a certificate of registration under ss. 183.1002 to 183.1007, the foreign limited liability company satisfies this subsection by filing the address of its registered office in this state and the name of its registered agent at that office and by promptly filing any changes to this information.

SECTION 240. 144.01 (9m) of the statutes is amended to read:

144.01 (9m) "Person" means an individual, owner, operator, corporation, limited liability company, partnership, association, municipality, interstate agency, state agency or federal agency.

SECTION 241. 144.61 (9) of the statutes is amended to read:

144.61 (9) "Person" means an individual, owner, operator, corporation, limited liability company, partnership, association, municipality, interstate agency, state agency or federal agency, department or instrumentality.

SECTION 242. 144.84 (1) of the statutes is amended to read:

144.84 (1) No person may engage in prospecting without securing a prospecting permit issued under this section. Application for prospecting permits shall be made in writing to the department upon forms prepared and furnished by the department. An application must be made, and a prospecting permit obtained for each sepa-

rate prospecting site. Applications shall be submitted in reproducible form in such multiples as required by rules of the department. As a part of each application for a prospecting permit, the applicant shall furnish a description of the proposed prospecting site, the number of acres in the proposed prospecting site, a prospecting plan, a reclamation plan meeting the requirements of s. 144.834 and a timetable for reclamation, information relating to whether the area may be unsuitable for prospecting or surface mining, unless the applicant conclusively certifies that he or she will not subsequently make application for a permit to conduct surface mining at the site and such other relevant information as the department may require, including information as to whether the applicant, its parent corporation, any of its principal shareholders or members, or any of the applicant's subsidiaries or affiliates in which the applicant owns more than a 40% interest, has forfeited any mining bonds in other states within the last 20 years, and the dates and locations, if any. An application shall be accompanied by such fee as is required by the department by rule which shall cover the estimated cost of evaluating the prospecting permit application. After completing its evaluation, the department shall revise the fee to reflect the actual cost of evaluation. The fee may be revised for persons to reflect the payment of fees for the same services to meet other requirements.

SECTION 243. 144.84 (3) of the statutes is amended to read:

144.84 (3) The department shall deny a prospecting permit within 60 days following the date of the completion of the hearing record if it finds that the site is unsuitable for prospecting or, absent certification under sub. (1), surface mining, or the reclamation plan, including the bond, does not comply with ss. 144.83 (2) and 144.834 and rules promulgated under ss. 144.83 (2) and 144.834 or that the applicant is in violation of ss. 144.80 to 144.94 or any rules adopted under ss. 144.80 to 144.94. If the applicant has previously failed and continues to fail to comply with ss. 144.80 to 144.94, or if the applicant has within the previous 20 years forfeited any bond posted in accordance with prospecting or mining activities in this state, unless by mutual agreement with the state, the department may not issue a prospecting permit. The department may not issue a prospecting permit if it finds that any officer ~~or~~ director or manager of the applicant has, while employed by the applicant, the applicant's parent corporation, any of the applicant's principal shareholders or members, or any of the applicant's subsidiaries or affiliates, in which the applicant owns more than a 40% interest, within the previous 20 years forfeited any bond posted in accordance with prospecting or mining activities in this state unless by mutual agreement with the state. In this paragraph, "forfeited any bond" means the forfeiture of any performance security occasioned by noncompliance with any prospecting or mining laws or

implementing rules. If an application for a prospecting permit is denied, the department, within 30 days from the date of application denial, shall furnish to the applicant in writing the reasons for the denial.

SECTION 244. 144.88 of the statutes is amended to read:

144.88 Exploring, prospecting and mining without authorization. Any person who engages in exploration without a license shall forfeit not less than \$100 nor more than \$1,000 for each parcel as defined under s. 144.832 (1) (c) on which unlicensed exploration took place. Any person who authorizes or engages in prospecting without a prospecting permit or any operator who authorizes or engages in mining without a mining permit and written authorization to mine under s. 144.86 (3) shall forfeit all profits obtained from such illegal activities and not more than \$10,000 for each day during which the mine was in operation. The operator shall be liable to the department for the full cost of reclaiming the affected area of land and any damages caused by the mining operation. Each day's violation of this section shall be deemed a separate offense. If the violator is a corporation, limited liability company, partnership or association, any officer, director, member, manager or partner who knowingly authorizes, supervises or contracts for exploration, prospecting or mining shall also be subject to the penalties of this section.

SECTION 245. 145.06 (3) of the statutes is amended to read:

145.06 (3) Each member or employe of a copartnership or limited liability company or each officer or employe of a corporation engaging in the business of superintending plumbing installations shall be required to apply for and obtain a master plumber's license before engaging in the work of superintending plumbing installations.

SECTION 246. 146.81 (1) (j) of the statutes, as affected by 1991 Wisconsin Act 39, section 2666r, is amended to read:

146.81 (1) (j) A corporation or limited liability company of any providers specified under pars. (a) to (hm) that provides health care services.

SECTION 247. 147.015 (11) of the statutes is amended to read:

147.015 (11) "Person" means an individual, owner, operator, corporation, limited liability company, partnership, association, municipality, interstate agency, state agency or federal agency.

SECTION 248. 147.025 (3) (aL) of the statutes is created to read:

147.025 (3) (aL) In the case of a limited liability company, by a member or manager.

SECTION 249. 150.41 of the statutes is amended to read:

150.41 Approvals not transferable. No person may transfer through sale, lease or donation any approval

1993 Assembly Bill 820

granted under this subchapter. The sale, lease or donation of a nursing home before the completion or licensure of a project at that nursing home voids the approval. This section does not apply to transfers of stock within a corporation that do not alter the controlling interest in the corporation or to transfers of interests within a limited liability company that do not alter the controlling interest in the limited liability company.

SECTION 250. 150.61 (3) of the statutes is amended to read:

150.61 (3) Obligate for an expenditure, by or on behalf of a hospital, independent practitioner, limited liability company, partnership, unincorporated medical group or service corporation as defined in s. 180.1901 (2), that exceeds \$500,000 for clinical medical equipment.

SECTION 251. 155.01 (7) of the statutes, as affected by 1993 Wisconsin Act 27, is amended to read:

155.01 (7) “Health care provider” means a nurse licensed or permitted under ch. 441, a chiropractor licensed under ch. 446, a dentist licensed under ch. 447, a physician, podiatrist or physical therapist licensed or an occupational therapist or occupational therapy assistant certified under ch. 448, a person practicing Christian Science treatment, an optometrist licensed under ch. 449, a psychologist licensed under ch. 455, a partnership thereof, a corporation or limited liability company thereof that provides health care services, an operational cooperative sickness care plan organized under ss. 185.981 to 185.985 that directly provides services through salaried employees in its own facility, or a home health agency, as defined in s. 50.49 (1) (a).

SECTION 252. 157.065 (1) (b) 7. of the statutes is created to read:

157.065 (1) (b) 7. A limited liability company organized under ch. 183.

SECTION 253. 159.01 (5m) of the statutes is amended to read:

159.01 (5m) “Person” includes any individual, corporation, limited liability company, partnership, association, local governmental unit, as defined in s. 66.299 (1) (a), state agency or authority or federal agency.

SECTION 254. 159.13 (1) (g) of the statutes is amended to read:

159.13 (1) (g) “Person” includes individuals, partnerships, associations, limited liability companies, corporations and local units of government.

SECTION 255. 175.05 (1) (d) of the statutes is amended to read:

175.05 (1) (d) “Person” includes firm, partnership, limited liability company, corporation or association.

SECTION 256. 177.01 (5) of the statutes is amended to read:

177.01 (5) “Business association” means a nonpublic corporation, joint stock company, investment company, business trust, partnership, limited liability company or

association for business purposes, whether or not for profit, including a banking organization, financial organization, insurance company or utility.

SECTION 257. 177.01 (6) of the statutes is amended to read:

177.01 (6) “Domicile” means the state of incorporation of a corporation, the state of organization of a limited liability company and the state of the principal place of business of an unincorporated person.

SECTION 258. 178.01 (2) (e) of the statutes is amended to read:

178.01 (2) (e) “Person” includes individuals, partnerships, limited liability companies, corporations, other associations and, to the extent authorized by governing instrument or court order, personal representatives and trustees.

SECTION 259. 179.02 (2) (a) of the statutes is amended to read:

179.02 (2) (a) It is also the name of a general partner or the corporate name of a corporate general partner or of a limited liability company general partner; or

SECTION 260. 179.02 (4) of the statutes is amended to read:

179.02 (4) May not be the same as, or deceptively similar to, the name of any corporation, limited liability company or limited partnership organized under the laws of this state or licensed or registered as a foreign corporation, limited liability company or limited partnership in this state.

SECTION 261. 179.04 (1) (b) of the statutes is amended to read:

179.04 (1) (b) An agent for service of process on the limited partnership, which agent must be an individual resident of this state, a domestic corporation or limited liability company, or a foreign corporation or limited liability company authorized to do business in this state.

SECTION 262. 179.23 (2) (a) of the statutes is amended to read:

179.23 (2) (a) Being a contractor for or an agent or employe of the limited partnership or of a general partner, ~~or being an officer, director or shareholder of a general partner that is a corporation~~ or being a manager or member of a general partner that is a limited liability company.

SECTION 263. 179.32 (9) of the statutes is amended to read:

179.32 (9) In the case of a general partner that is a corporation or limited liability company, the filing of a certificate of dissolution, or its equivalent, for the corporation or limited liability company or the revocation of its charter.

SECTION 264. 179.65 of the statutes is amended to read:

179.65 Power of estate of deceased or incompetent partner. If a partner who is an individual dies or is adjudged incompetent to manage his or her person or property, the partner’s executor, administrator, guardian,

conservator or other legal representative may exercise all of the partner's rights for the purpose of settling his or her estate or administering his or her property, including any power the partner had to give an assignee the right to become a limited partner. If a partner is a corporation, limited liability company, trust or other entity and is dissolved or terminated, the powers of that partner may be exercised by its legal representative or successor.

SECTION 265. 179.82 (4) of the statutes is amended to read:

179.82 (4) The name and address of an agent for service of process on the foreign limited partnership, who must be an individual resident of this state, a domestic corporation or limited liability company, or a foreign corporation or limited liability company having a place of business and authorized to do business in this state.

SECTION 266. 180.0103 (8) of the statutes is amended to read:

180.0103 (8) "Entity" includes a domestic corporation; a foreign corporation; a limited liability company; a nonstock corporation; a stock or nonstock cooperative association; a profit or nonprofit unincorporated association; a business trust; an estate; a partnership; a trust; 2 or more persons having a joint or common economic interest; a state or an agency, commission, department, authority, bureau or other instrumentality of a state; a governmental subdivision; the United States; and a foreign government.

SECTION 267. 180.0401 (2) (a) 8. of the statutes is created to read:

180.0401 (2) (a) 8. The name of a limited liability company organized under the laws of, or registered in, this state.

SECTION 268. 180.0401 (2) (b) of the statutes is amended to read:

180.0401 (2) (b) The corporate name of a corporation is not distinguishable from a name referred to in par. (a) 1. to 7 § if the only difference between it and the other name is the inclusion or absence of a word or words referred to in sub. (1) (a) 1. or of the words "limited partnership" ~~or~~ "cooperative" or "limited liability company" or an abbreviation of these words.

SECTION 269. 180.0401 (3) (a) of the statutes is amended to read:

180.0401 (3) (a) The other corporation or the foreign corporation, limited liability company, nonstock corporation, limited partnership or cooperative association consents to the use in writing and submits an undertaking in a form satisfactory to the secretary of state to change its name to a name that is distinguishable upon the records of the secretary of state from the name of the applicant.

SECTION 270. 180.0501 (2) of the statutes is amended to read:

180.0501 (2) A domestic corporation ~~or~~ a nonstock corporation or a limited liability company incorporated

or organized in this state, whose business office is identical with the registered office.

SECTION 271. 180.0501 (3) of the statutes is amended to read:

180.0501 (3) A foreign corporation or limited liability company authorized to transact business in this state whose business office is identical with the registered office.

SECTION 272. 180.0850 (2) (b) of the statutes is amended to read:

180.0850 (2) (b) An individual who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, manager, employe or agent of another corporation or foreign corporation, limited liability company, partnership, joint venture, trust or other enterprise.

SECTION 273. 180.1130 (1) (a) of the statutes is amended to read:

180.1130 (1) (a) An organization, other than the issuing public corporation or a subsidiary of the issuing public corporation, of which the person is an officer, director, manager or partner or is, directly or indirectly, the beneficial owner of 10% or more of a class of voting securities.

SECTION 274. 180.1140 (2) (a) of the statutes is amended to read:

180.1140 (2) (a) A corporation or organization of which the person is an officer, director, manager or partner or is the beneficial owner of at least 10% of any class of voting stock.

SECTION 275. 180.1506 (2) (a) 8. of the statutes is created to read:

180.1506 (2) (a) 8. The name of a limited liability company organized under the laws of, or registered in, this state.

SECTION 276. 180.1506 (2) (b) of the statutes is amended to read:

180.1506 (2) (b) The corporate name of a foreign corporation is not distinguishable from a name referred to in par. (a) 1. to 7 § if the only difference between it and the other name is the inclusion or absence of a word or words referred to in s. 180.0401 (1) (a) 1. or of the words "limited partnership" ~~or~~ "cooperative" or "limited liability company" or an abbreviation of these words.

SECTION 277. 180.1506 (3) (a) of the statutes is amended to read:

180.1506 (3) (a) The other foreign corporation or the domestic corporation, limited liability company, nonstock corporation, limited partnership or cooperative association consents to the use in writing and submits an undertaking in a form satisfactory to the secretary of state to change its name to a name that is distinguishable upon the records of the secretary of state from the name of the applicant.

SECTION 278. 180.1507 (2) of the statutes is amended to read:

1993 Assembly Bill 820

180.1507 (2) A domestic corporation ~~or~~ a nonstock corporation or a limited liability company incorporated or organized in this state, whose business office is identical with the registered office.

SECTION 279. 180.1507 (3) of the statutes is amended to read:

180.1507 (3) A foreign corporation or limited liability company authorized to transact business in this state, whose business office is identical with the registered office.

SECTION 280. 181.02 (7) of the statutes is amended to read:

181.02 (7) “Member” means one having membership rights in a corporation in accordance with the provisions of its articles of incorporation or bylaws. Persons, corporations organized under any law, whether stock or nonstock, limited liability companies, partnerships and associations may be members.

SECTION 281. 181.04 (6) of the statutes is amended to read:

181.04 (6) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other corporations, however or wherever organized, and of associations, trusts, limited liability companies, partnerships, or individuals, or of the United States or of any government, state, territory, governmental district or municipality or of any instrumentalities thereof.

SECTION 282. 181.04 (13) of the statutes is amended to read:

181.04 (13) To be a promoter, partner, member, associate or manager of any partnership, limited liability company, joint venture, trust or other enterprise.

SECTION 283. 181.041 (2) (b) of the statutes is amended to read:

181.041 (2) (b) A natural person who, while a director or officer of a corporation, is or was serving at the corporation’s request as a director, officer, partner, trustee, member of any governing or decision-making committee, manager, employe or agent of another corporation or foreign corporation, limited liability company, partnership, joint venture, trust or other enterprise.

SECTION 284. 181.06 (3) (intro.) of the statutes is amended to read:

181.06 (3) (intro.) Shall not be the same as or deceptively similar to the name of any corporation, limited liability company or any limited partnership existing under any law of this state, or any foreign corporation, foreign limited liability company or any foreign limited partnership authorized to transact business or conduct affairs in this state, or a name the exclusive right to which is at the time reserved in the manner provided in this chapter or reserved or registered in the manner provided in ch. 180, except that this subsection shall not apply if

the applicant files with the secretary of state either of the following:

SECTION 285. 181.08 of the statutes is amended to read:

181.08 Registered agent. Each corporation shall have and continuously maintain in this state a registered agent, which agent may be an individual resident in this state, ~~or~~ a domestic corporation organized under this chapter or ch. 180, a domestic limited liability company or a foreign corporation or foreign limited liability company authorized to transact business in this state. The name and address of the registered agent shall be filed with the secretary of state.

SECTION 286. 181.095 (2) of the statutes is amended to read:

181.095 (2) Such statement shall be executed by the registered agent, if an individual, and, if a corporation ~~or~~, a foreign corporation or a domestic or foreign limited liability company, by a principal officer, and the seal of such corporate registered agent shall be affixed thereto.

SECTION 287. 181.16 (3) of the statutes is amended to read:

181.16 (3) A corporate member’s vote may be cast by the president of the member corporation, or by any other officer or proxy appointed by the president of such corporation, in the absence of express notice of the designation of some other person by the board of directors or bylaws of the member corporation. A limited liability company member’s vote may be cast by a manager of the member limited liability company.

SECTION 288. 181.59 of the statutes is amended to read:

181.59 Qualifications of receivers. A receiver shall in all cases be a natural person or a corporation or limited liability company authorized to act as receiver, which ~~corporation~~ may be a domestic corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in this state, and shall in all cases give such bond as the court may direct with such sureties as the court may require.

SECTION 289. Chapter 183 of the statutes is created to read:

CHAPTER 183
LIMITED LIABILITY COMPANIES
SUBCHAPTER I
GENERAL PROVISIONS

183.0102 Definitions. In this chapter, except as otherwise provided:

(1) “Articles of organization” means articles filed under s. 183.0201, and those articles as amended or restated.

(2) “Corporation” includes a domestic corporation and a foreign corporation.

(3) “Court” includes every court having jurisdiction in the case.

(4) “Distribution” means a direct or indirect transfer by a limited liability company of money or other property, other than an interest in the limited liability company, to or for the benefit of its members in respect of their interests.

(5) “Domestic corporation” has the meaning given in s. 180.0103 (5).

(6) “Event of dissociation” means an event that causes a person to cease to be a member, as provided in s. 183.0802.

(7) “Foreign corporation” has the meaning given in s. 180.0103 (9).

(8) “Foreign limited liability company” means an organization that is all of the following:

(a) An unincorporated association.
(b) Organized under a law other than the laws of this state.

(c) Organized under a statute pursuant to which an association may be formed that affords to each of its members limited liability with respect to the liabilities of the entity.

(d) Not required to be registered or organized under any statute of this state other than this chapter.

(9) “Foreign limited partnership” has the meaning given in s. 179.01 (4).

(10) “Limited liability company” or “domestic limited liability company” means, except as provided in s. 183.1201 (1), an organization formed under this chapter.

(11) “Limited liability company interest”, “interest in the limited liability company” or “member’s interest” means a member’s rights in the limited liability company, including the member’s share of the profits and losses of the limited liability company, the member’s right to receive distributions of limited liability company assets, and the member’s right to vote or participate in management of the limited liability company.

(12) “Limited partnership” has the meaning given in s. 179.01 (7).

(13) “Manager” or “managers” means, with respect to a limited liability company that has set forth in its articles of organization that it is to be managed by one or more managers, the person or persons designated in accordance with s. 183.0401.

(15) “Member” means a person who has been admitted to membership in a limited liability company as provided in s. 183.0801 and who has not dissociated from the limited liability company.

(16) “Operating agreement” means an agreement in writing, if any, among all of the members as to the conduct of the business of a limited liability company and its relationships with its members.

(17) “Organizer” means the person who signs and delivers the articles of organization for filing to the secretary of state.

(18) “Person” includes an individual, a general partnership, a limited partnership, a domestic or foreign lim-

ited liability company, a trust, an estate, an association, a corporation or any other legal or commercial entity.

(19) “State” includes a state, territory or possession of the United States, the District of Columbia or the commonwealth of Puerto Rico.

183.0103 Name. (1) The name of a limited liability company as set forth in its articles of organization must contain the words “limited liability company” or “limited liability co.” or end with the abbreviation “L.L.C.” or “LLC”. The name may not contain language stating or implying that the limited liability company is organized for any purpose other than that permitted under s. 183.0106 (1).

(2) Except as provided in sub. (4), the name of a domestic limited liability company shall be distinguishable upon the records of the secretary of state from all of the following names:

(a) The name of any other limited liability company, a corporation, a nonstock corporation, a limited partnership or a cooperative association existing under the laws of this state.

(b) The name of any foreign limited liability company, foreign corporation, foreign nonstock corporation, foreign limited partnership or foreign cooperative association, or the designated, registered or fictitious name under which any such entity is licensed to transact business in this state.

(c) Any name reserved or registered under ch. 179, 180, 181 or 185.

(3) The name of a limited liability company is not distinguishable from a name referred to in sub. (2) (a) to (c) if the only difference between it and the other name is the inclusion or absence of a word or words referred to in sub. (1) or of the words “corporation”, “incorporated”, “limited”, “company”, “limited partnership” or “cooperative” or an abbreviation of these words.

(4) A limited liability company may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records of the secretary of state from one or more of the names described in sub. (2) (a) to (c). The secretary of state shall authorize use of the name applied for if any of the following occurs:

(a) The other limited liability company, corporation, nonstock corporation, limited partnership or cooperative association consents to the use in writing and submits an undertaking in a form satisfactory to the secretary of state to change its name to a name that is distinguishable upon the records of the secretary of state from the name of the applicant.

(b) The applicant delivers to the secretary of state a certified copy of a final judgment of a court of competent jurisdiction establishing the applicant’s right to use the name applied for in this state.

183.0104 Reservation and registration of name.

(1) A person may reserve the exclusive use of a limited liability company name, including a fictitious name for

1993 Assembly Bill 820

a foreign limited liability company whose name is not available, by delivering an application to the secretary of state for filing or by making a telephone application. The application shall include the applicant's name and address and the name proposed to be reserved. If the secretary of state finds that the name applied for under this subsection is available, the secretary of state shall reserve the name for the applicant's exclusive use for a 120-day period, which may be renewed by the applicant or a transferee under sub. (2) from time to time. If an application to reserve a name or to renew a reserved name is made by telephone, the secretary of state shall cancel the reservation or renewal if the secretary of state does not receive the fee required under s. 183.0114 (1) (e) or (f) within 10 business days after the day on which the application is made.

(2) A person who has the right to exclusive use of a reserved name under sub. (1) may transfer the reservation to another person by delivering to the secretary of state a written and signed notice of the transfer that states the name and address of the transferee.

(3) (a) A foreign limited liability company may register its name if the name is distinguishable upon the records of the secretary of state from the names described in s. 183.0103 (2) (a) to (c) and if the foreign limited liability company delivers to the secretary of state for filing an application complying with par. (b).

(b) A foreign limited liability company's application to register a name shall be accompanied by a certificate of status or similar document from the state or other jurisdiction of organization and shall include all of the following information:

1. The foreign limited liability company's name.
2. The state or jurisdiction and the date of its organization.
3. The street address of its principal office.

(c) The registration expires annually on December 31. A foreign limited liability company may renew its registration by delivering to the secretary of state for filing a renewal application, which complies with par. (b), between October 1 and December 31 of each year that the registration is in effect. The renewal application when filed renews the registration for the next year.

(4) A name is registered under sub. (1) or (3) for the applicant's exclusive use on the effective date of the application.

183.0105 Registered office and registered agent.

(1) Each limited liability company shall continuously maintain in this state a registered office and registered agent. The registered office may, but need not, be the same as any of its places of business. The registered agent shall be one of the following:

(a) A natural person who resides in this state and whose business office is identical with the registered office.

(b) A domestic corporation, a domestic limited liability company, or a nonstock corporation organized in this state, whose business office is identical with the registered office.

(c) A foreign corporation, or a foreign limited liability company, that is authorized to transact business in this state and whose business office is identical with the registered office.

(2) A limited liability company may change its registered office or registered agent, or both, by doing any of the following:

(a) Delivering to the secretary of state for filing a statement of change.

(b) Including the name of its registered agent and the street address of its registered office, as changed, in articles of amendment to its articles of organization or in articles of merger.

(3) Except as provided in sub. (4), a statement of change delivered under sub. (2) (a) shall include all of the following information:

- (a) The name of the limited liability company.
- (b) The name of its registered agent, as changed.
- (c) The street address of its registered agent, as changed.

(d) A statement that after the change or changes are made, the street address of its registered office and the business office of its registered agent will be identical.

(4) If a registered agent changes the street address of the registered agent's business office, the registered agent may change the street address of the registered office of any limited liability company for which that person is the registered agent by notifying the limited liability company in writing of the change and by signing, either manually or in facsimile, and delivering to the secretary of state for filing a statement that complies with sub. (3) and recites that the limited liability company has been notified of the change.

(5) The registered agent of a limited liability company may resign as registered agent by delivering to the secretary of state for filing a written statement that includes all of the following information:

- (a) The name of the limited liability company for which the registered agent is acting.
- (b) The name of the registered agent.
- (c) The street address of the limited liability company's current registered office and its principal office.
- (d) A statement that the registered agent resigns.
- (e) If applicable, a statement that the registered office is also discontinued.

(6) After filing the statement required under sub. (5), the secretary of state shall mail a copy of the statement to the limited liability company at its principal office.

(7) The resignation is effective and, if applicable, the registered office is discontinued on the earlier of the following:

(a) Thirty days after the date determined under s. 183.0111 (1).

(b) The date on which the appointment of a successor registered agent is effective.

(8) (a) A limited liability company's registered agent is the limited liability company's agent for service of process, notice or demand required or permitted by law to be served on the limited liability company.

(b) Except as provided in par. (c), if a limited liability company has no registered agent or the agent cannot with reasonable diligence be served, the limited liability company may be served by registered or certified mail, return receipt requested, addressed to the limited liability company at its principal office. Service is perfected under this paragraph at the earliest of the following:

1. The date on which the limited liability company receives the mail.

2. The date shown on the return receipt, if signed on behalf of the limited liability company.

3. Five days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed.

(c) If the address of the limited liability company's principal office cannot be determined from the records of the secretary of state, the limited liability company may be served by publishing a class 3 notice, under ch. 985, in the community where the limited liability company's registered office, as most recently designated in the records of the secretary of state, is located.

(d) This subsection does not limit or affect the right to serve any process, notice or demand required or permitted by law to be served on a limited liability company in any other manner permitted by law.

183.0106 Nature of business. (1) A limited liability company may be organized under this chapter for any lawful purpose. A limited liability company engaging in a business that is subject to the provisions of another chapter may organize under this chapter only if not prohibited by, and subject to all limitations of, the other chapter.

(2) Unless otherwise provided in an operating agreement, a limited liability company organized and existing under this chapter has the same powers as an individual to do all things necessary and convenient to carry out its business, including but not limited to all of the following:

(a) Sue and be sued, complain and defend in its name.

(b) Purchase, take, receive, lease or otherwise acquire and own, hold, improve, use and otherwise deal in or with real or personal property, or any legal or equitable interest in real or personal property, wherever situated.

(c) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange and otherwise dispose of all or any part of its property.

(d) Lend money, property and services to, and otherwise assist, its members or managers, if any.

(e) Purchase, take, receive, subscribe for or otherwise acquire and own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and deal in and with shares or other interests in, or obligations of, any other enterprise or entity.

(f) Make contracts and guarantees; incur liabilities; borrow money; issue its notes, bonds and other obligations; and secure any of its obligations by mortgage or pledge of all or any part of its property, franchises and income.

(g) Lend money, invest and reinvest its funds, and receive and hold real or personal property as security for repayment.

(h) Conduct its business, locate offices and exercise the powers granted by this chapter inside or outside this state.

(i) Be a promoter, incorporator, partner, member, associate or manager of any enterprise or entity.

(j) Elect or appoint managers, agents and employees of the limited liability company, define their duties and fix their compensation.

(k) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and benefit or incentive plans for any or all of its current or former members, managers, employees and agents.

(L) Make donations to and otherwise devote its resources for the public welfare or for charitable, scientific, educational, humanitarian, philanthropic or religious purposes.

(m) Indemnify a member, manager, employee, officer or agent or any other person.

(n) Transact any lawful business that the members or the managers find to be in aid of governmental policy.

(o) Make payments or donations, or do any other act not prohibited by law, that furthers the business of the limited liability company.

(p) Provide benefits or payments to members, managers, employees and agents of the limited liability company, and to their estates, families, dependents or beneficiaries, in recognition of the past services of the members, managers, employees and agents of the limited liability company.

183.0107 Execution of documents. (1) Except as provided in this chapter, any document required or permitted by this chapter to be delivered for filing to the secretary of state shall be executed by any of the following:

(a) Any manager, if management of the limited liability company is vested in a manager or managers, or by a member, if management of the limited liability company is reserved to the members.

(b) All organizers of the limited liability company if the limited liability company has not been organized.

(2) The person executing the document shall sign it and state beneath or opposite the signature the person's name and the capacity in which the person signs.

1993 Assembly Bill 820

(3) The person executing the document may do so as an attorney-in-fact. Powers of attorney relating to the execution of the document do not need to be shown to or filed with the secretary of state.

183.0108 Filing requirements. (1) Except as provided in sub. (3), to be filed under s. 183.0110, a document required or permitted to be filed under this chapter in the office of the secretary of state shall satisfy all of the following requirements:

(a) Contain the information required by this chapter.

(b) Be in the English language, except that a limited liability company name need not be in English if it is written in English letters or Arabic or Roman numerals, and the application for registration required of a foreign limited liability company need not be in English if it is accompanied by a reasonably authenticated English translation.

(c) Contain the name of the drafter, if required by s. 14.38 (14).

(d) Be executed in accordance with s. 183.0107.

(e) Be on the form prescribed by the secretary of state if the document is described in s. 183.0109 (1).

(f) Be delivered to the office of the secretary of state for filing and be accompanied by one exact or conformed copy and the filing fee required by s. 183.0114.

(2) The secretary of state shall file photocopies or other reproduced copies of typewritten or printed documents if the copies are manually signed and satisfy this section.

(3) The secretary of state may waive any of the requirements of subs. (1) and (2) and of s. 183.0107 if it appears from the face of the document that the document's failure to satisfy the requirement is immaterial.

183.0109 Forms. (1) (a) The secretary of state shall prescribe, and furnish on request, forms for all of the following documents:

1. A foreign limited liability company's application for a certificate of registration under s. 183.1004.

2. A foreign limited liability company's application for an amended certificate of registration under s. 183.1006.

3. A foreign limited liability company's application for a certificate of withdrawal under s. 183.1011.

(b) The forms prescribed by the secretary of state under par. (a) 1. to 3. shall require disclosure of only the information required under ss. 183.1004, 183.1006 and 183.1011, respectively.

(c) Use of a form prescribed under par. (a) is mandatory.

(2) The secretary of state may prescribe, and furnish on request, forms for other documents required or permitted to be filed by this chapter, but use of these forms is not mandatory.

183.0110 Filing duty of secretary of state. (1) Upon receipt of a document by the office of the secretary of state for filing under this chapter, the secretary of state

shall stamp or otherwise endorse the date and time of receipt on the original, the document copy and, upon request, any additional document copy received. The secretary of state shall return any additional document copy to the person delivering it, as confirmation of the date and time of receipt.

(2) (a) Except as provided in par. (b), if a document satisfies s. 183.0108 and the terms of the document satisfy the applicable provisions of this chapter, the secretary of state shall file the document by stamping or otherwise endorsing "filed", together with the secretary of state's name and official title, on both the original and the document copy. After filing a document, the secretary of state shall deliver the document copy to the domestic limited liability company or foreign limited liability company, or its representative.

(b) If a domestic limited liability company or foreign limited liability company is in default in the payment of any fee required under this chapter, the secretary of state shall refuse to file any document relating to the domestic limited liability company or foreign limited liability company until all delinquent fees are paid by the domestic limited liability company or foreign limited liability company.

(3) (a) If the secretary of state refuses to file a document, the secretary of state shall return it to the domestic limited liability company or foreign limited liability company, or its representative, within 5 business days after the date on which the document is received by the office of the secretary of state for filing, together with a brief, written explanation of the reason for the refusal.

(b) The secretary of state's failure to either file or return a document within 5 business days after the date on which it is received constitutes a refusal to file the document.

(c) Except as provided in s. 183.0112 (3), if a document that had been refused for filing by the secretary of state is resubmitted to and filed by the secretary of state, the effective date of the filed document under s. 183.0111 is the date that the resubmitted document is received by the office of the secretary of state for filing or a delayed effective date specified in the resubmitted document in accordance with s. 183.0111 (2). The effective time of the resubmitted documents shall be determined under s. 183.0111 (1) or (2), whichever is applicable.

(4) Except as provided in s. 183.0204 (2), the secretary of state's filing of a document or refusal to file a document does not do any of the following:

(a) Affect the validity or invalidity of the document in whole or part.

(b) Relate to the correctness or incorrectness of information contained in the document.

(c) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.

183.0111 Effective date and time of document. (1)

(a) Except as provided in sub. (2) and ss. 183.0105 (7), 183.0112 (3) and 183.1009 (3), a document filed by the secretary of state under this chapter is effective on the date that it is received by the office of the secretary of state for filing and at any of the following times on that date:

1. The time of day specified in the document as its effective time.
2. If no effective time is specified, at the close of business.

(b) The date that a document is received by the office of the secretary of state is determined by the secretary of state's endorsement on the original document under s. 183.0110 (1).

(2) A document may specify a delayed effective date and time, except the effective date may not be more than 90 days after the date that it is received for filing. If a document specifies a delayed effective date and time in accordance with this subsection, the document is effective at the time and date specified. If a delayed effective date but no time is specified, the document is effective at the close of business on that date.

183.0112 Correcting filed document. (1) A domestic limited liability company or foreign limited liability company may correct a document that is filed by the secretary of state if the document contains a statement that was incorrect at the time of filing or was defectively executed, including defects in any attestation, seal, verification or acknowledgment.

(2) To correct a document under sub. (1), a domestic limited liability company or foreign limited liability company shall prepare and deliver to the secretary of state for filing articles of correction that satisfy all of the following:

(a) Describe the document, including its filing date, or include a copy of the document.

(b) Specify the incorrect statement and the reason that it is incorrect, or specify the manner in which the execution was defective, whichever is applicable.

(c) Correct the incorrect statement or defective execution.

(3) (a) Except as provided in par. (b), articles of correction are effective as of the effective date of the document that they correct.

(b) With respect to persons relying on the uncorrected document and adversely affected by the correction, the articles of correction are effective when filed.

183.0113 Confirmation of status. (1) Any person may obtain from the secretary of state, upon request, a certificate of status for a domestic limited liability company or foreign limited liability company.

(2) A certificate of status shall include all of the following information:

(a) The domestic limited liability company's name or the foreign limited liability company's name and fictitious name, if any, used in this state.

(b) Whether each of the following is true:

1. The domestic limited liability company is organized under the laws of this state, or the foreign limited liability company is authorized to transact business in this state.

2. The domestic limited liability company has not filed articles of dissolution.

3. The foreign limited liability company has not applied for a certificate of withdrawal under s. 183.1011.

(c) The date of organization of the domestic limited liability company or the date of registration of the foreign limited liability company.

(3) The certificate of status may include other facts of record in the office of the secretary of state that are requested.

(4) Upon request, the secretary of state shall issue, by telegraph, teletype, facsimile or other form of wire or wireless communication, a statement of status, which shall contain the information required in a certificate of status under sub. (2) and may contain any other information permitted under sub. (3).

(5) Subject to any qualification stated in a certificate or statement of status issued by the secretary of state, the certificate or statement is conclusive evidence that the domestic limited liability company or foreign limited liability company is in existence or is authorized to transact business in this state.

(6) Upon request by telephone or otherwise, the office of the secretary of state shall confirm, by telephone, any of the information required in a certificate of status under sub. (2) and may confirm any other information permitted under sub. (3).

183.0114 Filing and service fees. (1) The secretary of state shall collect the following fees when the documents described in this subsection are delivered to him or her for filing, or, under pars. (e) and (f), the telephone applications are made:

(a) Articles of organization, \$90.

(b) Application for use of indistinguishable name, \$10.

(c) Written application for reserved name, \$15.

(d) Written application for renewal of reserved name, \$15.

(e) Telephone application for reserved name, \$30.

(f) Telephone application for renewal of reserved name, \$30.

(g) Notice of transfer of reserved name, \$10.

(h) Application for registered name, \$50.

(i) Application for renewal of registered name, \$50.

(j) Subject to sub. (2) (b), a domestic limited liability company's or foreign limited liability company's state-

1993 Assembly Bill 820

ment of change of registered agent or registered office or both, \$10.

(k) Agent's statement of change of registered office, \$10 for each affected domestic limited liability company or foreign limited liability company, except that if simultaneous filings are made the filing is reduced to \$1 for each domestic limited liability company or foreign limited liability company in excess of 200.

(L) Agent's statement of resignation, \$10.

(m) Amendment to articles of organization, \$40.

(n) Articles of merger, \$50 for each domestic limited liability company and each foreign limited liability company authorized to transact business in this state that is a party to the merger.

(o) Articles of dissolution, \$20.

(p) Foreign limited liability company's application for certificate of registration, \$100.

(q) Foreign limited liability company's application for amended certificate of registration, \$40.

(r) Foreign limited liability company's application for certificate of withdrawal, \$40.

(s) Articles of correction, \$40.

(t) Request for certificate or statement of status, \$5.

(u) Processing in an expeditious manner a document required or permitted to be filed under this chapter, or preparing in an expeditious manner a certificate or statement of status, \$25.

(2) The secretary of state may not collect a fee for any of the following:

(a) Providing a confirmation of status by telephone.

(b) Filing a domestic limited liability company's or a foreign limited liability company's statement of change of registered office if the only change is to an address and all of the following apply:

1. The new address is the result of a change in the way a county, city, village or town or the U.S. postal service describes the physical location of the registered office.

2. A copy of the notice indicating the new address is submitted with the statement.

3. The physical location of the registered office has not changed.

SUBCHAPTER II ORGANIZATION

183.0201 Organization. One or more persons may organize a limited liability company by signing and delivering articles of organization to the secretary of state for filing. The organizer or organizers need not be members of the limited liability company at the time of organization or thereafter. A limited liability company shall have 2 or more members.

183.0202 Articles of organization. The articles of organization shall contain all of and only the following information:

(1) A statement that the limited liability company is organized under this chapter.

(2) A name for the limited liability company that satisfies s. 183.0103.

(3) The street address of the registered office and the name of the registered agent at that office.

(4) If management of the limited liability company is vested in one or more managers, a statement to that effect.

(5) The name and address of each person organizing the limited liability company.

183.0203 Amendment of articles of organization.

(1) A limited liability company may amend its articles of organization at any time.

(2) A limited liability company amending its articles of organization shall deliver to the secretary of state for filing articles of amendment that include all of the following information:

(a) The name of the limited liability company.

(b) The text of the amendment to the articles of organization.

(c) A statement that the amendment was adopted by the vote required under s. 183.0404 (2).

183.0204 Effect of delivery or filing of articles of organization. (1) A limited liability company is formed when the articles of organization become effective under s. 183.0111.

(2) The secretary of state's filing of the articles of organization is conclusive proof that the limited liability company is organized and formed under this chapter.

SUBCHAPTER III

RELATIONS OF MEMBERS AND MANAGERS TO PERSONS DEALING WITH THE LIMITED LIABILITY COMPANY

183.0301 Agency power of members and managers. (1) Except as provided in sub. (2), all of the following apply:

(a) Each member is an agent of the limited liability company, but not of the other members or any of them, for the purpose of its business.

(b) The act of any member, including the execution in the name of the limited liability company of any instrument for apparently carrying on in the ordinary course of business the business of the limited liability company, binds the limited liability company unless the member has, in fact, no authority to act for the limited liability company in the particular matter, and the person with whom the member is dealing has knowledge that the member has no authority to act in the matter.

(2) If management of the limited liability company is vested in one or more managers, all of the following apply:

(a) No member, solely by being a member, is an agent of the limited liability company or of the other members or any of them.

(b) Each manager is an agent of the limited liability company, but not of the members or any of them, for the

purpose of its business. The act of any manager, including the execution in the name of the limited liability company of any instrument for apparently carrying on in the ordinary course of business the business of the limited liability company, binds the limited liability company unless the manager has, in fact, no authority to act for the limited liability company in the particular matter, and the person with whom the manager is dealing has knowledge that the manager has no authority to act in the matter.

(3) No act of a member or, if management of the limited liability company is vested in one or more managers, of a manager that is not apparently for the carrying on in the ordinary course of business the business of the limited liability company shall bind the limited liability company unless in fact authorized at the time of the transaction or at any other time.

183.0302 Admissions of members and managers.

(1) Except as provided in sub. (2), an admission or representation made by any member concerning the business of a limited liability company within the scope of the member's actual authority as provided under s. 183.0301 may be used as evidence against the limited liability company in any legal proceeding.

(2) If management of the limited liability company is vested in one or more managers, all of the following apply:

(a) An admission or representation made by a manager concerning the business of a limited liability company within the scope of the manager's authority as provided under s. 183.0301 may be used as evidence against the limited liability company in any legal proceeding.

(b) The admission or representation of any member, acting solely in the member's capacity as a member, is not evidence against the limited liability company in any legal proceeding.

183.0303 Limited liability company charged with knowledge of or notice to member or manager. (1) Except as provided in sub. (2), notice to any member of any matter relating to the business of a limited liability company, and the knowledge of a member acting in the particular matter, acquired while a member or known by the person at the time of becoming a member, and the knowledge of any other member who reasonably could and should have communicated it to the acting member, operate as notice to or knowledge of the limited liability company.

(2) If management of the limited liability company is vested in one or more managers, all of the following apply:

(a) Notice to any manager of any matter relating to the business of the limited liability company, and the knowledge of the manager acting in the particular matter, acquired while a manager or known by the person at the time of becoming a manager, and the knowledge of any other manager who reasonably could and should have

communicated it to the acting manager, operate as notice to or knowledge of the limited liability company.

(b) Notice to or knowledge of any member while the member is acting solely in the capacity of a member is not notice to or knowledge of the limited liability company.

183.0304 Liability of members to 3rd parties. (1)

The debts, obligations and liabilities of a limited liability company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the limited liability company. Except as provided in ss. 183.0502 and 183.0608, a member or manager of a limited liability company is not personally liable for any debt, obligation or liability of the limited liability company, except that a member or manager may become personally liable by his or her acts or conduct other than as a member or manager.

(2) Notwithstanding sub. (1), nothing in this chapter shall preclude a court from ignoring the limited liability company entity under principles of law similar to those applicable to business corporations and shareholders in this state and under circumstances that are not inconsistent with the purposes of this chapter.

183.0305 Parties to actions. A member of a limited liability company is not a proper party to a proceeding by or against a limited liability company, solely by reason of being a member of the limited liability company, except if any of the following situations exists:

(1) The object of the proceeding is to enforce a member's right against or liability to the limited liability company.

(2) The action is brought by the member under s. 183.1101.

SUBCHAPTER IV
RIGHTS AND DUTIES OF
MEMBERS AND MANAGERS

183.0401 Management. (1) Unless the articles of organization vest management of a limited liability company in one or more managers, management of the limited liability company shall be vested in the members, subject to any provision in an operating agreement or this chapter restricting or enlarging the management rights and duties of any member or group of members.

(2) If the articles of organization vest management of a limited liability company in one or more managers, management of the business or affairs of the limited liability company shall be vested in the manager or managers, subject to any provisions in an operating agreement or this chapter restricting or enlarging the management rights and duties of any manager or group of managers. Unless otherwise provided in an operating agreement, the manager or managers:

(a) Shall be designated, appointed, elected, removed or replaced by a vote of the members that meets the requirements under s. 183.0404 (1) (a).

1993 Assembly Bill 820

(b) Need not be members of the limited liability company or individuals.

(c) Unless earlier removed or earlier resigned, shall hold office until a successor is elected and qualified.

183.0402 Duties of managers and members. Unless otherwise provided in an operating agreement:

(1) No member or manager shall act or fail to act in a manner that constitutes any of the following:

(a) A wilful failure to deal fairly with the limited liability company or its members in connection with a matter in which the member or manager has a material conflict of interest.

(b) A violation of criminal law, unless the member or manager had reasonable cause to believe that the person's conduct was lawful or no reasonable cause to believe that the conduct was unlawful.

(c) A transaction from which the member or manager derived an improper personal profit.

(d) Wilful misconduct.

(2) Every member and manager shall account to the limited liability company and hold as trustee for it any improper personal profit derived by that member or manager without the consent of a majority of the disinterested members or managers, or other persons participating in the management of the limited liability company, from any of the following:

(a) A transaction connected with the organization, conduct or winding up of the limited liability company.

(b) A use by a member or manager of the property of a limited liability company, including confidential or proprietary information or other matters entrusted to the person as a result of the person's status as member or manager.

(3) An operating agreement may impose duties on its members and managers that are in addition to, but not in abrogation of, those provided under sub. (1).

183.0403 Limitation of liability and indemnification of members and managers. (1) In this section, "expenses" has the meaning given in s. 180.0850 (3).

(2) A limited liability company shall indemnify or allow expenses to each member and, if management of the limited liability company is vested in one or more managers, each manager for all reasonable expenses incurred with respect to a proceeding if that member or manager was a party to the proceeding in the capacity of a member or manager.

(3) An operating agreement may alter or provide additional rights to indemnification or allowance of expenses to members and managers.

(4) Notwithstanding subs. (2) and (3), a limited liability company may not indemnify a member or manager or permit a member or manager to retain any allowance for expenses provided under those subsections unless it is determined by or on behalf of the limited liability company that the member or manager did not

breach or fail to perform a duty to the limited liability company as provided in s. 183.0402.

(5) Unless otherwise provided in an operating agreement, all of the following apply:

(a) A member or manager who is a party to a proceeding because the person is a member or manager shall be conclusively presumed not to have breached or failed to perform a duty to the limited liability company to the extent that the member or manager has been successful on the merits or otherwise in the defense of the proceeding.

(b) In situations not described in par. (a), the determination of whether a member or manager, who is a party to a proceeding because the person is a member or manager, has breached or failed to perform a duty to the limited liability company shall be made by the vote of the members that meets the requirements under s. 183.0404 (1) (a), except that the vote of any member who is a party to the same or a related proceeding shall be excluded unless all members are parties.

183.0404 Voting. (1) Unless otherwise provided in an operating agreement or this chapter, and subject to sub. (2), an affirmative vote, approval or consent as follows shall be required to decide any matter connected with the business of a limited liability company:

(a) If management of a limited liability company is reserved to the members, an affirmative vote, approval or consent by members whose interests in the limited liability company represent contributions to the limited liability company of more than 50% of the value, as stated in the records required to be kept under s. 183.0405 (1), of the total contributions made to the limited liability company.

(b) If the management of a limited liability company is vested in one or more managers, the affirmative vote, consent or approval of more than 50% of the managers.

(2) Unless otherwise provided in an operating agreement or this chapter, the affirmative vote, approval or consent of all members shall be required to do any of the following:

(a) Amend the articles of organization.

(b) Issue an interest in a limited liability company to any person.

(c) Adopt, amend or revoke an operating agreement.

(d) Allow a limited liability company to accept any additional contribution from a member.

(e) Allow a partial redemption of an interest in a limited liability company under s. 183.0603.

(f) Value the contributions of members under s. 183.0501 (2).

(g) Authorize a manager, member or other person to do any act on behalf of the limited liability company that contravenes an operating agreement, including any provision of the operating agreement that expressly limits the purpose or business of the limited liability company

or the conduct of the business of the limited liability company.

(3) Unless otherwise provided in an operating agreement, if any member is precluded from voting with respect to a given matter, then the value of the contribution represented by the interest in the limited liability company with respect to which the member would otherwise have been entitled to vote shall be excluded from the total contributions made to the limited liability company for purposes of determining the 50% threshold under sub. (1) (a) for that matter.

(4) Unless otherwise provided in an operating agreement or this chapter, if all or part of an interest in the limited liability company is assigned under s. 183.0704, all of the following apply:

(a) The assigning member shall be considered the owner of the assigned interest for purposes of determining the 50% threshold under sub. (1) (a) until the assignee of the interest in the limited liability company becomes a member under s. 183.0706.

(b) If the assigning member ceases to be a member of the limited liability company, and until the assignee of the interest in the limited liability company becomes a member under s. 183.0706, the contribution represented by the assigned interest shall be excluded from the total contributions made to the limited liability company for purposes of determining the 50% threshold under sub. (1) (a).

183.0405 Records and information. (1) A limited liability company shall keep at its principal place of business all of the following:

(a) A list, kept in alphabetical order, of each past and present member and, if applicable, manager. The list shall include the full name and last-known mailing address of each member or manager, the date on which the person became a member or manager and the date, if applicable, on which the person ceased to be a member or manager.

(b) A copy of the articles of organization and all amendments to the articles, together with executed copies of any powers of attorney under which any articles have been executed.

(c) Copies of the limited liability company's federal, state and local income or franchise tax returns and financial statements, if any, for the 4 most recent years or, if such returns and statements are not prepared for any reason, copies of the information and statements provided to, or which should have been provided to, the members to enable them to prepare their federal, state and local income tax returns for the 4 most recent years.

(d) Copies of all operating agreements, all amendments to operating agreements and any operating agreements no longer in effect.

(e) Unless already set forth in an operating agreement, a writing containing all of the following information:

1. The value of each member's contribution made to the limited liability company as determined under s. 183.0501 (2).

2. Records of the times at which or the events upon which any additional contributions are agreed to be made by each member.

3. Any events upon which the limited liability company is to be dissolved and its business wound up.

4. Other writings prepared under a requirement, if any, in an operating agreement.

(2) Upon reasonable request, a member may, at the member's own expense, inspect and copy during ordinary business hours any limited liability company record required to be kept under sub. (1) and, unless otherwise provided in an operating agreement, any other limited liability company record, wherever the record is located.

(3) Members or, if the management of the limited liability company is vested in one or more managers, managers shall provide, to the extent that the circumstances render it just and reasonable, true and full information of all things affecting the members to any member or to the legal representative of any member upon reasonable request of the member or the legal representative.

(4) Failure of a limited liability company to keep or maintain any of the records or information required under this section shall not be grounds for imposing liability on any person for the debts and obligations of the limited liability company.

SUBCHAPTER V FINANCE

183.0501 Contributions. (1) A member's contributions to a limited liability company may consist of cash, property or services rendered, or promissory notes or other written obligations to provide cash or property or to perform services.

(2) The value of a member's contribution shall be determined in the manner provided in an operating agreement. If the members do not enter into an operating agreement or if an operating agreement does not so provide, the value of a contribution shall be approved by the members under s. 183.0404 (2) (f). That value shall be properly reflected in the records and information kept by the limited liability company under s. 183.0405 (1) and the value shall be binding and conclusive on the limited liability company and its members.

183.0502 Liability for contribution. (1) An obligation of a member to provide cash or property or to perform services as a contribution to a limited liability company is not enforceable unless specified in a writing signed by the member.

(2) Unless otherwise provided in an operating agreement, a member is obligated to a limited liability company to perform any enforceable promise to provide cash or property or to perform services, even if the member is unable to perform because of death, disability or any other reason. If a member does not provide cash, prop-

1993 Assembly Bill 820

erty or services as promised, the member is obligated at the option of the limited liability company to provide cash equal to that portion of the value, as stated in the records required to be kept under s. 183.0405 (1), of the stated contribution that has not been fulfilled.

(3) Unless otherwise provided in an operating agreement, a member's obligation to provide cash or property or perform services as a contribution to the limited liability company may be compromised only by the written consent of all of the members.

183.0503 Allocation of profits and losses. The profits and losses of a limited liability company shall be allocated among the members in the manner provided in an operating agreement. If the members do not enter into an operating agreement or the operating agreement does not so provide, profits and losses shall be allocated on the basis of value, as stated in the records required to be kept under s. 183.0405 (1), of the contributions made by each member.

SUBCHAPTER VI NONLIQUIDATING DISTRIBUTIONS

183.0601 Interim distributions. Except as provided in this subchapter, a member is entitled to receive distributions from a limited liability company, before the member's dissociation from the limited liability company and before its dissolution and winding up, to the extent and at the times or upon the events specified in an operating agreement, or to the extent and at the times determined by the members or managers under s. 183.0404 (1).

183.0602 Allocation of distributions. Distributions of cash or other assets of a limited liability company shall be allocated among the members as provided in an operating agreement. If the members do not enter into an operating agreement or the operating agreement does not so provide, distributions shall be allocated on the basis of the value, as stated in the records required to be kept under s. 183.0405 (1), of the contributions made by each member.

183.0603 Distribution upon partial redemption. Except as provided in this subchapter, upon the distribution in partial redemption by a limited liability company of a member's interest, the redeeming member is entitled to receive with respect to the redeemed interest any distribution to which the member is entitled under an operating agreement and, if not otherwise provided in an operating agreement, within a reasonable time after the redemption, the redeeming member is entitled to receive the fair value of the redeemed interest as of the date of redemption based on the member's right to share in distributions from the limited liability company.

183.0604 Distribution upon dissociation. Except as otherwise provided in this subchapter, upon an event of dissociation under s. 183.0802 that does not cause dissolution of the limited liability company, a dissociating member is entitled to receive any distribution to which

the member is entitled under an operating agreement and, if not otherwise provided in an operating agreement, within a reasonable time after dissociation, the dissociating member is entitled to receive a distribution in complete redemption of the fair value of the member's interest in the limited liability company as of the date of dissociation based on the member's right to share in distributions from the limited liability company.

183.0605 Distribution in kind. Unless otherwise provided in an operating agreement, all of the following apply:

(1) A member may not demand and receive any distribution from a limited liability company in any form other than cash, regardless of the form of the member's contribution to the limited liability company.

(2) A member may not be compelled to accept a distribution of any asset in kind from a limited liability company to the extent that the percentage of the asset distributed to the member exceeds the percentage in which the member shares in distributions from the limited liability company.

183.0606 Right to distribution. At the time that a member becomes entitled to receive a distribution from a limited liability company, the member has the status of and is entitled to all remedies available to a creditor of the limited liability company with respect to the distribution.

183.0607 Limitations on distribution. (1) A limited liability company may not declare or make a distribution to any of its members if, after giving effect to the distribution, any of the following would occur:

(a) The limited liability company would be unable to pay its debts as they become due in the usual course of business.

(b) The fair value of the limited liability company's total assets would be less than the sum of its total liabilities plus, unless an operating agreement provides otherwise, the amount that would be needed, if the limited liability company were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of members, if any, whose preferential rights are superior to those of the members receiving the distribution.

(2) A limited liability company may base a determination that a distribution is not prohibited by sub. (1) on any of the following:

(a) Financial statements and other financial data prepared on the basis of accounting practices and principles that are reasonable under the circumstances.

(b) A fair valuation or other method that is reasonable under the circumstances.

(3) Except as provided in sub. (5), the effect of a distribution for purposes of sub. (1) is measured as of the following date:

(a) The date on which the distribution is authorized if the payment occurs within 120 days after the date of authorization.

(b) The date on which payment is made if the payment occurs more than 120 days after the date of authorization.

(4) A limited liability company's indebtedness to a member incurred by reason of a distribution made in accordance with this section is at parity with the limited liability company's indebtedness to its general, unsecured creditors, except to the extent subordinated by written agreement. This subsection does not affect the validity or priority of a security interest in a limited liability company's property that is created to secure the indebtedness to the member.

(5) Indebtedness of a limited liability company, including indebtedness issued as a distribution, is not considered a liability for purposes of a determination under sub. (1) if the terms of the indebtedness provide that payment of principal and interest is to be made only if, and to the extent that, payment of a distribution to members could then be made under this section. If indebtedness is issued as a distribution, each payment of principal or interest on the indebtedness is treated as a distribution, the effect of which is measured on the date on which the payment is made.

183.0608 Liability for wrongful distribution. (1) Except as provided in sub. (3), a member or manager who votes for or assents to a distribution in violation of s. 183.0607 or of an operating agreement is personally liable to the limited liability company for the amount of the distribution that exceeds what could have been distributed without violating s. 183.0607 or the operating agreement.

(2) Each member or manager who is liable under sub. (1) for a wrongful distribution is entitled to contribution from all of the following persons:

(a) Every other member or manager who could be held liable under sub. (1) for the wrongful distribution.

(b) Every member for the amount that the member received knowing that the distribution was made in violation of s. 183.0607 or of an operating agreement.

(3) A proceeding under this section is barred unless it is brought within 2 years after the date on which the effect of the distribution was measured under s. 183.0607.

SUBCHAPTER VII

OWNERSHIP AND TRANSFER OF PROPERTY

183.0701 Ownership of limited liability company property. (1) All property originally transferred to or subsequently acquired by or on account of a limited liability company is property of the limited liability company and not of the members individually.

(2) Property acquired with limited liability company funds is presumed to be limited liability company property.

(3) Property may be acquired, held and conveyed in the name of a limited liability company. Any interest in real property may be acquired in the name of a limited

liability company and title to any interest so acquired shall vest in the limited liability company rather than in the members individually.

183.0702 Transfer of property. (1) Except as provided in sub. (2), property of a limited liability company held in the name of the limited liability company may be transferred by an instrument of transfer executed by any member in the name of the limited liability company.

(2) If management of a limited liability company is vested in one or more managers, all of the following apply:

(a) Title to property of the limited liability company that is held in the name of the limited liability company may be transferred by an instrument of transfer executed by any manager in the name of the limited liability company.

(b) A member who is not a manager does not have authority to transfer title to property of the limited liability company.

183.0703 Nature of limited liability company interest. A limited liability company interest is personal property.

183.0704 Assignment of limited liability company interest. (1) Unless otherwise provided in an operating agreement, all of the following apply:

(a) A limited liability company interest is assignable in whole or in part.

(b) An assignment of a limited liability company interest entitles the assignee to receive only the distributions and to share in the allocations of profits and losses to which the assignor would be entitled with respect to the assigned interest.

(c) An assignment of a limited liability company interest does not dissolve the limited liability company.

(d) Unless and until the assignee becomes a member of the limited liability company under s. 183.0706, an assignment of a limited liability company interest does not entitle the assignee to participate in the management of the business of the limited liability company or to become or exercise any rights of a member nor does an assignment result in the assignee having liability as a member of the limited liability company as a result of the assignment.

(e) Unless and until the assignee of a limited liability company interest becomes a member of the limited liability company under s. 183.0706, the assignor continues to be a member and to have the power to exercise the rights of a member, subject to the members' right to remove the assignor under s. 183.0802.

(f) The assignor of a limited liability company interest is not released from any personal liability arising under this chapter as a member of the limited liability company solely as a result of the assignment.

(2) An operating agreement may provide that a member's limited liability company interest may be evidenced by a certificate of limited liability company interest

1993 Assembly Bill 820

– 45 –

issued by the limited liability company and may also provide for the assignment or transfer of any interest represented by the certificate.

(3) Unless otherwise provided in an operating agreement, the pledge of, or the granting of a security interest, lien or other encumbrance in or against any or all of a member's limited liability company interest is not an assignment and shall not cause the member to be an assignor or to cease to have the power to exercise any rights or powers of a member.

183.0705 Rights of judgment creditor. On application to a court of competent jurisdiction by any judgment creditor of a member, the court may charge the member's limited liability company interest with payment of the unsatisfied amount of the judgment. To the extent so charged, the judgment creditor has only the rights of an assignee of the member's limited liability company interest. This section does not deprive any member of the benefit of any exemption laws applicable to the limited liability company interest.

183.0706 Right of assignee to become a member.

(1) Unless otherwise provided in an operating agreement, an assignee of a limited liability company interest may become a member only if the other members unanimously consent. The consent of a member may be evidenced in any manner specified in an operating agreement, but in the absence of such specification, consent shall be evidenced by a written instrument that is dated and signed by the member.

(2) (a) An assignee of a limited liability company interest who becomes a member has, to the extent assigned, the rights and powers, and is subject to the restrictions and liabilities, of the assignor under an operating agreement and this chapter. An assignee who becomes a member is liable for any of the assignor's obligations to the limited liability company.

(b) Notwithstanding par. (a), an assignee is not obligated for liabilities of which the assignee had no knowledge at the time the assignee became a member or which could not be ascertained from any written records of the limited liability company kept under s. 183.0405 (1).

(3) Unless otherwise provided in an operating agreement, an assignor of a limited liability company interest is not released from any liability of the assignor to the limited liability company under this chapter without the written consent of all of the members, whether or not the assignee becomes a member.

183.0707 Powers of legal representative. If a member who is an individual dies or a court of competent jurisdiction adjudges the member to be incompetent to manage his or her person or property, the member's personal representative, administrator, guardian, conservator, trustee or other legal representative shall have all of the rights of an assignee of the member's interest. If a member is a corporation, trust, partnership, limited liability company or other entity and is dissolved or termi-

nated, the powers of that member may be exercised by its legal representative or successor.

SUBCHAPTER VIII

ADMISSION AND DISSOCIATION
OF MEMBERS

183.0801 Admission of members. (1) In connection with the formation of a limited liability company, a person acquiring a limited liability company interest is admitted as a member of the limited liability company upon the later of the following to occur:

(a) The formation of the limited liability company.

(b) The time provided in and upon compliance with an operating agreement or, if the limited liability company does not have an operating agreement or an operating agreement does not so provide, when the person's admission is reflected in the records of the limited liability company maintained under s. 183.0405 (1).

(2) After the formation of a limited liability company, a person acquiring a limited liability company interest is admitted as a member of the limited liability company:

(a) In the case of a person acquiring a limited liability company interest directly from the limited liability company, at the time provided in and upon compliance with an operating agreement or, if the limited liability company does not have an operating agreement or an operating agreement does not so provide, upon the consent of all members and when the person's admission is reflected in the records of the limited liability company maintained under s. 183.0405 (1).

(b) In the case of an assignee of a limited liability company interest, as provided in s. 183.0706 (1) and at the time provided in and upon compliance with an operating agreement or, if the limited liability company does not have an operating agreement or an operating agreement does not so provide, when the person's admission is reflected in the records of the limited liability company maintained under s. 183.0405 (1).

183.0802 Events of dissociation. (1) A person ceases to be a member of a limited liability company upon the occurrence of, and at the time of, any of the following events:

(a) The member withdraws by voluntary act from the limited liability company under sub. (3).

(b) The member assigns all of the member's interest in the limited liability company and one or more assignees are admitted as members under s. 183.0706 (1).

(c) The member is removed as a member in accordance with an operating agreement.

(cm) Unless otherwise provided in an operating agreement, the member assigns all of the member's interest in the limited liability company if the member is removed by the affirmative vote of the members as determined under s. 183.0404 (1) (a), except that the vote of the member who assigns all of the member's interest shall be excluded.

(d) Unless otherwise provided in an operating agreement or by the written consent of all members at the time of the event, the member does any of the following:

1. Makes an assignment for the benefit of creditors.
2. Files a voluntary petition in bankruptcy.
3. Becomes the subject of an order for relief under the federal bankruptcy laws.
4. Files a petition or answer seeking for the member any reorganization, arrangement, composition, readjustment, liquidation, dissolution or similar relief under any statute, law or regulation.
5. Files an answer or other pleading admitting or failing to contest the material allegations of a petition filed against the member in any proceeding under subd. 4.
6. Seeks, consents to or acquiesces in the appointment of a trustee, receiver or liquidator of the member or of all or any substantial part of the member's properties.

(e) Unless otherwise provided in an operating agreement or by the written consent of all members:

1. At the expiration of 120 days after the commencement of any involuntary proceeding against the member seeking reorganization, arrangement, composition, readjustment, liquidation, dissolution or similar relief under any statute, law or regulation, if the proceeding has not been dismissed.
2. At the expiration of 120 days after the appointment without the member's consent or acquiescence of a trustee, receiver or liquidator of the member or of all or any substantial part of the member's properties, if the appointment is not vacated or stayed, or at the expiration of 120 days after the expiration of any stay, if the appointment is not vacated.

(f) Unless otherwise provided in an operating agreement or by the written consent of all members, if the member is an individual:

1. The member's death.
2. The entry of an order by a court of competent jurisdiction adjudicating the member incompetent to manage the member's person or estate.

(g) Unless otherwise provided in an operating agreement or by the written consent of all members at the time, if the member is a trust or is acting as a member by virtue of being a trustee of a trust, the termination of the trust, but not merely the substitution of a new trustee.

(h) Unless otherwise provided in an operating agreement or by the written consent of all members at the time, if the member is a separate limited liability company, the dissolution and commencement of winding up of the separate limited liability company.

(i) Unless otherwise provided in an operating agreement or by the written consent of all members at the time, if the member is a corporation, the filing of articles of dissolution for the corporation or the revocation of its charter and the lapse of the time provided by the laws of the state of incorporation without a reinstatement of its charter.

(j) Unless otherwise provided in an operating agreement or by the written consent of all members at the time, if the member is an estate, the distribution by the fiduciary of the estate's entire interest in the limited liability company.

(2) The members may provide in an operating agreement for other events the occurrence of which result in a person ceasing to be a member of the limited liability company.

(3) Unless an operating agreement provides that a member does not have the power to withdraw by voluntary act from a limited liability company, the member may do so at any time by giving written notice to the other members, or on any other terms as are provided in an operating agreement. If the member has the power to withdraw but the withdrawal is a breach of an operating agreement or the withdrawal occurs as a result of otherwise wrongful conduct of the member, the limited liability company may recover from the withdrawing member damages for breach of the operating agreement or as a result of the wrongful conduct and may offset the damages against the amount otherwise distributable to the member, in addition to pursuing any remedies provided for in an operating agreement or otherwise available under applicable law. Unless otherwise provided in an operating agreement, in the case of a limited liability company for a definite term or particular undertaking, a withdrawal by a member before the expiration of that term is a breach of the operating agreement.

SUBCHAPTER IX DISSOLUTION

183.0901 Dissolution. A limited liability company is dissolved and its affairs shall be wound up upon the happening of the first of the following:

- (1) The occurrence of events specified in an operating agreement.
- (2) The written consent of all members.
- (3) If the limited liability company has only one member.
- (4) An event of dissociation of a member, unless any of the following applies:
 - (a) The business of the limited liability company is continued by the consent of all of the remaining members within 90 days after the date on which the event occurs.
 - (b) Otherwise provided in an operating agreement.
- (5) Entry of a decree of judicial dissolution under s. 183.0902.

183.0902 Judicial dissolution. In a proceeding by or for a member, the circuit court for the county where the limited liability company's principal office, or, if none in this state, its registered office, is or was last located may order dissolution of a limited liability company if any of the following is established:

- (1) That it is not reasonably practicable to carry on the business of the limited liability company.

1993 Assembly Bill 820

(2) That the limited liability company is not acting in conformity with an operating agreement.

(3) That one or more managers are acting or will act in a manner that is illegal, oppressive or fraudulent.

(4) That one or more members in control of the limited liability company are acting or will act in a manner that is illegal, oppressive or fraudulent.

(5) That limited liability company assets are being misapplied or wasted.

183.0903 Winding up. A dissolved limited liability company continues its legal existence but may not carry on any business except that which is appropriate to wind up and liquidate its business. Unless otherwise provided in an operating agreement:

(1) The business of the limited liability company may be wound up by any of the following:

(a) The members or managers who have authority under s. 183.0401 to manage the limited liability company before dissolution.

(b) If one or more of the members or managers who have authority to manage the limited liability company have engaged in wrongful conduct, or upon other cause shown, on application of any member or any member's legal representative or assignee, the circuit court for the county where the limited liability company's principal office, or, if none in this state, its registered office, is or was last located.

(2) The persons winding up the business of the limited liability company may do all of the following in the name of and on behalf of the limited liability company:

(a) Collect its assets.

(b) Prosecute and defend suits.

(c) Take any action necessary to settle and close the business of the limited liability company.

(d) Dispose of and transfer the property of the limited liability company.

(e) Discharge or make provision for discharging the liabilities of the limited liability company.

(f) Distribute to the members any remaining assets of the limited liability company.

(3) Dissolution of a limited liability company does not do any of the following:

(a) Transfer title to the limited liability company's property.

(b) Prevent transfer of all or part of a member's interest.

(c) Prevent commencement of a civil, criminal, administrative or investigatory proceeding by or against the limited liability company.

(d) Abate or suspend a civil, criminal, administrative or investigatory proceeding pending by or against the limited liability company at the time of dissolution.

(e) Terminate the authority of the registered agent of the limited liability company.

(f) Alter the limited liability of a member.

183.0904 Agency power of managers or members after dissolution. (1) Except as provided in subs. (3), (4) and (5), after dissolution of the limited liability company, each of the members having authority to wind up the limited liability company's business may bind the limited liability company in any of the following ways:

(a) By any act appropriate for winding up the limited liability company's business or completing transactions unfinished at dissolution.

(b) By any transaction that would have bound the limited liability company if it had not been dissolved, if the other party to the transaction does not have notice of the dissolution.

(2) The filing of the articles of dissolution shall be considered to constitute notice of dissolution for purposes of sub. (1) (b).

(3) An act of a member that is not binding on a limited liability company under sub. (1) is binding if it is otherwise authorized by the limited liability company.

(4) An act of a member that would be binding under sub. (1) or that otherwise would be authorized but which is in contravention of a restriction on authority shall not bind a limited liability company to persons having knowledge of the restriction.

(5) If management of a limited liability company is vested in one or more managers, a manager shall have the authority of a member under sub. (1), and a member shall not have that authority if the member is acting solely in the capacity of a member.

183.0905 Distribution of assets. Upon the winding up of a limited liability company, the assets shall be distributed in the following order:

(1) To creditors, including, to the extent permitted by law, members who are creditors, in satisfaction of liabilities of the limited liability company.

(2) Unless otherwise provided in an operating agreement, to members and former members in satisfaction of liabilities for distributions under ss. 183.0601, 183.0603 and 183.0604.

(3) Unless otherwise provided in an operating agreement, to members and former members first for the return of their contributions in proportion to their respective values as specified in the records required to be maintained under s. 183.0405 (1) and, 2nd, for their membership interests in proportion to their respective rights to share in distributions from the limited liability company before dissolution.

183.0906 Articles of dissolution. After the dissolution of a limited liability company under s. 183.0901, the limited liability company may file articles of dissolution with the secretary of state that include all of the following:

(1) The name of the limited liability company.

(2) The date of filing of its articles of organization.

(3) The statutory grounds under s. 183.0901 for dissolution.

(4) The delayed effective date of the articles of dissolution under s. 183.0111 (2), if applicable.

183.0907 Known claims against dissolved limited liability company. (1) In this section, “claim” does not include a contingent liability or a claim based on an event occurring after the effective date of dissolution and does not include liability of a limited liability company for an additional assessment under s. 71.74 or for sales and use taxes determined as owing under s. 77.59.

(1m) Upon dissolution, a limited liability company may dispose of the known claims against it by filing articles of dissolution under s. 183.0906 and following the procedures in this section.

(2) A dissolved limited liability company may notify its known claimants in writing of the dissolution at any time after the effective date of dissolution. The written notice shall include all of the following:

(a) A description of the pertinent information that must be included in a claim.

(b) A mailing address where a claim may be sent.

(c) The deadline, which may not be fewer than 120 days after the later of the date of the written notice or the filing of articles of dissolution under s. 183.0906, by which the limited liability company must receive the claim.

(d) A statement that the claim will be barred if not received by the deadline.

(3) A claim against the limited liability company is barred if any of the following occurs:

(a) A claimant who was given written notice under sub. (2) does not deliver the claim, in writing, to the limited liability company by the deadline specified in the notice.

(b) A claimant whose claim is rejected by the limited liability company does not commence a proceeding to enforce the claim within 90 days after receipt of the rejection notice.

(4) In order to be effective, a rejection of a claim shall be in writing.

183.0908 Unknown or contingent claims against dissolved limited liability company. (1) A dissolved limited liability company may publish a notice of its dissolution under this section that requests that persons with claims, whether known or unknown, against the limited liability company or its members or managers, in their capacities as such, present the claims in accordance with the notice.

(2) The notice shall be published as a class 1 notice, under ch. 985, in a newspaper of general circulation in the county in which the limited liability company’s principal office or, if none in this state, its registered office is located.

(2m) The notice shall include all of the following:

(a) A description of the information that must be included in a claim.

(b) A mailing address where the claim may be sent.

(c) A statement that a claim against the limited liability company or its members or managers will be barred unless a proceeding to enforce the claim is commenced within 2 years after the publication of the notice.

(3) If a dissolved limited liability company publishes a notice under sub. (2) and files articles of dissolution under s. 183.0906, the claim of any of the following claimants against the limited liability company or its members or managers is barred unless the claimant commences a proceeding to enforce the claim within 2 years after the later of the date of the publication of the notice or the filing of the articles of dissolution:

(a) A claimant who did not receive written notice under s. 183.0907.

(b) A claimant whose claim was timely sent to the limited liability company under the deadline in s. 183.0907 but was not acted on.

(c) A claimant whose claim is contingent or based on an event occurring or to occur after the effective date of dissolution.

(4) A claim not barred under this section or s. 183.0907 may be enforced under this section:

(a) Against the dissolved limited liability company, to the extent of its undistributed assets.

(b) If the dissolved limited liability company’s assets have been distributed in liquidation, against a member of the limited liability company to the extent of the member’s proportionate share of the claim or of the assets of the limited liability company distributed to the member in liquidation, whichever is less, but a member’s total liability for all claims under this section may not exceed the total value of assets at the time distributed to the member.

SUBCHAPTER X

FOREIGN LIMITED LIABILITY COMPANIES

183.1001 Law governing. (1) The laws of the state or other jurisdiction under which a foreign limited liability company is organized shall govern its organization and internal affairs and the liability and authority of its managers and members, regardless of whether the foreign limited liability company obtained or should have obtained a certificate of registration under this chapter.

(1m) A foreign limited liability company may not be denied a certificate of registration by reason of any difference between the laws of the state or other jurisdiction under which it is organized and the laws of this state.

(2) A foreign limited liability company holding a valid certificate of registration in this state shall have no greater rights and privileges than a domestic limited liability company. Registration may not be considered to authorize a foreign limited liability company to exercise

1993 Assembly Bill 820

any powers or purposes that a domestic limited liability company is forbidden by law to exercise in this state.

183.1002 Registration required. (1) A foreign limited liability company may not transact business in this state until it obtains a certificate of registration from the secretary of state.

(2) Activities that for purposes of sub. (1) do not constitute transacting business in this state include but are not limited to:

(a) Maintaining, defending or settling any civil, criminal, administrative or investigatory proceeding.

(b) Holding meetings of its members or managers or carrying on any other activities concerning its internal affairs.

(c) Maintaining financial institution accounts.

(d) Maintaining offices or agencies for the transfer, exchange and registration of the foreign limited liability company's own securities or interests or maintaining trustees or depositories with respect to those securities or interests.

(e) Selling through independent contractors.

(f) Soliciting or obtaining orders, by mail or through employes or agents or otherwise, if the orders require acceptance outside this state before they become contracts.

(g) Lending money or creating or acquiring indebtedness, mortgages, and security interests in property.

(h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts.

(i) Owning, without more, property.

(j) Conducting an isolated transaction that is completed within 30 days and that is not one in the course of repeated transactions of a like nature.

(k) Transacting business in interstate commerce.

(3) A foreign limited liability company shall not be considered to be transacting business in this state solely because of any of the following:

(a) The foreign limited liability company owns a controlling interest in a corporation that is transacting business in this state.

(b) The foreign limited liability company is a limited partner of a limited partnership that is transacting business in this state.

(c) The foreign limited liability company is a member or manager of a limited liability company or foreign limited liability company that is transacting business in this state.

(4) This section does not apply in determining the contracts or activities that may subject a foreign limited liability company to service of process or taxation in this state or to regulation under any other law of this state.

183.1003 Consequences of transacting business without registration. (1) A foreign limited liability company transacting business in this state without a certificate of registration may not maintain a proceeding in

a court of this state until the foreign limited liability company obtains a certificate of registration.

(2) Neither the successor to a foreign limited liability company that transacted business in this state without a certificate of registration nor the assignee of a cause of action arising out of that business may maintain a proceeding based on that cause of action in a court in this state until the foreign limited liability company or its successor obtains a certificate of registration.

(3) A court may stay a proceeding commenced by a foreign limited liability company, or its successor or assignee, until the court determines if the foreign limited liability company or its successor requires a certificate of registration. If the court determines that a certificate is required, the court may further stay the proceeding until the foreign limited liability company or its successor obtains the certificate of registration.

(4) The failure of a foreign limited liability company to obtain a certificate of registration does not do any of the following:

(a) Impair the validity of any contract or act of the foreign limited liability company or its title to property in this state.

(b) Affect the right of any other party to a contract to maintain any action, suit or proceeding on a contract.

(c) Prevent the foreign limited liability company from defending any civil, criminal, administrative or investigatory proceeding in any court of this state.

(5) (a) A foreign limited liability company that transacts business in this state without a certificate of registration is liable to this state, for each year or any part of a year during which it transacted business in this state without a certificate of registration, in an amount equal to the sum of the following:

1. All fees that would have been imposed by this chapter upon the foreign limited liability company had it applied for and received a certificate of registration.

2. Fifty percent of the amount owed under subd. 1 or \$5,000, whichever is less.

(b) The foreign limited liability company shall pay the amount owed under par. (a) to the secretary of state. The secretary of state may not issue a certificate of registration to the foreign limited liability company until the amount owed is paid. The attorney general may enforce a foreign limited liability company's obligation to pay to the secretary of state any amount owed under par. (a).

(6) A member or manager of a foreign limited liability company is not liable for the debts and obligations of the limited liability company solely because the limited liability company transacted business in this state without a certificate of registration.

183.1004 Application for certificate of registration. A foreign limited liability company may apply for a certificate of registration to transact business in this state by delivering an application to the secretary of state

for filing. The application shall include all of the following:

(1) The name of the foreign limited liability company and, if different, the name under which it proposes to transact business in this state.

(2) The name of the state or other jurisdiction under whose laws it is organized.

(3) The date of its organization.

(4) The street address of its registered office in this state and the name of its registered agent at that office.

(5) If management of the limited liability company is vested in one or more managers, a statement to that effect.

(6) The street address of the office required to be maintained in the state or other jurisdiction of its organization by the laws of that state or jurisdiction or, if no office is required, its principal office.

(7) A statement that the applicant is a foreign limited liability company.

183.1005 Name. A certificate of registration may not be issued to a foreign limited liability company unless its name satisfies s. 183.0103 (1) and (2). If the name under which a foreign limited liability company is registered in the jurisdiction of its formation does not satisfy s. 183.0103 (1) and (2), the foreign limited liability company may obtain a certificate of registration to transact business in this state under a fictitious name that is available and that satisfies s. 183.0103 (1) and (2).

183.1006 Amended certificate of registration. (1) A foreign limited liability company authorized to transact business in this state shall obtain an amended certificate of registration from the secretary of state if the foreign limited liability company changes any of the following:

(a) Its name.

(b) The state or jurisdiction under whose laws it is organized.

(c) Whether management of the foreign limited liability company is vested in one or more managers.

(2) The requirements of s. 183.1004 for obtaining an original certificate of registration apply to obtaining an amended certificate of registration.

183.1007 Registered office and registered agent of foreign limited liability company. A foreign limited liability company authorized to transact business in this state shall continuously maintain in this state a registered office and registered agent. The registered office may, but need not, be the same as any of its places of business in this state, if any. The registered agent shall be any of the following:

(1) An individual who resides in this state and whose business office is identical with the registered office.

(2) A domestic corporation, a domestic limited liability company or a nonstock, nonprofit corporation incorporated in this state, whose business office is identical with the registered office.

(3) A foreign corporation or foreign limited liability company authorized to transact business in this state, whose business office is identical with the registered office.

183.1008 Change of registered office or registered agent of foreign limited liability company. (1) A foreign limited liability company authorized to transact business in this state may change its registered office or registered agent, or both, by delivering to the secretary of state for filing a statement of change that, except as provided in sub. (2), includes all of the following:

(a) The name of the foreign limited liability company and the name of the state or jurisdiction under whose law it is organized.

(b) The street address of its registered office as changed.

(c) The name of its registered agent as changed.

(d) A statement that after the change is made, the street addresses of its registered office and the business office of its registered agent will be identical.

(2) If a registered agent changes the street address of the registered agent's business office, the registered agent may change the street address of the registered office of any foreign limited liability company for which the person is the registered agent by notifying the foreign limited liability company in writing of the change and by signing, either manually or in facsimile, and delivering to the secretary of state for filing a statement that complies with sub. (1) and recites that the foreign limited liability company has been notified of the change.

183.1009 Resignation of registered agent of foreign limited liability company. (1) The registered agent of a foreign limited liability company may resign by signing and delivering to the secretary of state for filing a statement of resignation that includes all of the following information:

(a) The name of the foreign limited liability company for which the registered agent is acting.

(b) The name of the registered agent.

(c) The street address of the foreign limited liability company's current registered office and its principal office.

(d) A statement that the registered agent resigns.

(e) If applicable, a statement that the registered office is discontinued.

(2) After filing the statement, the secretary of state shall mail a copy to the foreign limited liability company at its principal office.

(3) The resignation is effective and, if applicable, the registered office is discontinued on the earlier of the following:

(a) Sixty days after the date determined under s. 183.0111 (1).

(b) The date on which the appointment of a successor registered agent is effective.

1993 Assembly Bill 820

– 51 –

183.1010 Service on foreign limited liability company. (1) Except as provided in subs. (2) and (3), the registered agent of a foreign limited liability company authorized to transact business in this state is the foreign limited liability company's agent for service of process, notice or demand required or permitted by law to be served on the foreign limited liability company.

(2) A foreign limited liability company authorized to transact business in this state may be served in the manner provided in sub. (4) if the foreign limited liability company has no registered agent or its registered agent cannot with reasonable diligence be served.

(3) A foreign limited liability company formerly authorized to transact business in this state may be served in the manner provided in sub. (4) in any civil, criminal, administrative or investigatory proceeding based on a cause of action arising while it was authorized to transact business in this state, if the foreign limited liability company has withdrawn its registration in this state under s. 183.1011.

(4) (a) With respect to a foreign limited liability company described in sub. (2) or (3), the foreign limited liability company may be served by registered or certified mail, return receipt requested, addressed to the foreign limited liability company at its principal office as shown on the records of the secretary of state, except as provided in par. (b). Service is perfected under this paragraph at the earliest of the following:

1. The date on which the foreign limited liability company receives the mail.
2. The date shown on the return receipt, if signed on behalf of the foreign limited liability company.
3. Five days after the mail is deposited in the U.S. mail, if mailed postpaid and correctly addressed.

(b) If the address of the foreign limited liability company's principal office cannot be determined from the records of the secretary of state, the foreign limited liability company may be served by publishing a class 3 notice, under ch. 985, in the community where the foreign limited liability company's principal office or, if not in this state, its registered office, as most recently designated in the records of the secretary of state, is located.

(5) This section does not limit or affect the right to serve any process, notice or demand required or permitted by law to be served upon a foreign limited liability company in any other manner permitted by law.

183.1011 Withdrawal of registration. (1) A foreign limited liability company authorized to transact business in this state may not withdraw from this state until it obtains a certificate of withdrawal from the secretary of state.

(2) A foreign limited liability company authorized to transact business in this state may apply for a certificate of withdrawal by delivering an application to the secretary of state for filing. The application shall include all of the following:

(a) The name of the foreign limited liability company and the name of the state or jurisdiction under whose laws it is organized.

(b) A statement that the foreign limited liability company is not transacting business in this state and that it surrenders its authority to transact business in this state.

(c) A statement that the foreign limited liability company revokes the authority of its registered agent to accept service on its behalf and that it consents to service of process under s. 183.1010 (3) and (4) in any civil, criminal, administrative or investigatory proceeding based on a cause of action arising while it was authorized to transact business in this state.

(d) An address to which a person may mail a copy of any process against the foreign limited liability company.

(e) A commitment to notify the secretary of state in the future of any change in the mailing address of the foreign limited liability company principal office.

SUBCHAPTER XI**SUITS BY AND AGAINST****A LIMITED LIABILITY COMPANY**

183.1101 Authority to sue on behalf of limited liability company. (1) Unless otherwise provided in an operating agreement, an action on behalf of a limited liability company may be brought in the name of the limited liability company by any of the following:

(a) One or more members of the limited liability company, whether or not the management of the limited liability company is vested in one or more managers, if the members are authorized to sue by the affirmative vote as described in s. 183.0404 (1) (a), except that the vote of any member who has an interest in the outcome of the action that is adverse to the interest of the limited liability company shall be excluded.

(b) One or more managers of a limited liability company if the management of the limited liability company is vested in one or more managers, if the managers are authorized to sue by the affirmative vote under s. 183.0404 (1) (b) except that the vote of any manager who has an interest in the outcome of the action that is adverse to the interest of the limited liability company shall be excluded.

(2) In an action brought on behalf of a limited liability company, the member or manager bringing the action shall be a member or manager at the time of bringing the action and at the time of the transaction which is the subject of the action or, in the case of a member, the person's status as a member devolved upon that person by operation of law or under the terms of an operating agreement from a person who was a member at the time of the transaction.

(3) In an action brought on behalf of a limited liability company, the complaint shall describe with particularity the authorization of the member or manager to bring the action and the determination of the authorization.

(4) If an action brought on behalf of a limited liability company is successful, in whole or in part, as a result of a judgment, compromise or settlement of the action, the court may award the member or manager bringing the action reasonable expenses, including reasonable attorney fees, from any recovery in the action or from the limited liability company.

183.1102 Effect of lack of authority to sue. The lack of authority of a member or manager to sue on behalf of a limited liability company may not be asserted by the limited liability company as a basis for bringing a subsequent suit on the same cause of action.

SUBCHAPTER XII MERGER

183.1201 Merger. (1) Unless the context requires otherwise, in this subchapter, “limited liability company” includes a domestic limited liability company and a foreign limited liability company.

(2) Unless otherwise provided in an operating agreement, one or more limited liability companies may merge with or into one or more other limited liability companies or one or more other foreign limited liability companies, with the surviving limited liability company being the limited liability company provided in the plan of merger.

(3) Interests in a limited liability company that is a party to a merger may be exchanged for or converted into cash, property, obligations or interest in the surviving limited liability company or of any other limited liability company.

183.1202 Approval of merger. (1) Unless otherwise provided in an operating agreement, a limited liability company that is a party to a proposed merger shall approve the plan of merger by an affirmative vote of members as described in s. 183.0404 (1) (a). Unless otherwise provided in an operating agreement or waived by the members, a limited liability company may obtain the approving vote of its members only after providing the members with not less than 10 nor more than 50 days’ written notice of its intent to merge accompanied by the plan of merger.

(2) Unless otherwise provided in an operating agreement, the manager or managers of a limited liability company may not approve a merger without also obtaining the approval of the limited liability company’s members under sub. (1).

(3) Each foreign limited liability company that is a party to a proposed merger shall approve the merger in the manner and by the vote required by the laws applicable to the foreign limited liability company.

(4) Each limited liability company that is a party to the merger shall have any rights to abandon the merger that are provided for in the plan of merger or in the laws applicable to the limited liability company.

(5) Upon approval of a merger, the limited liability company shall notify each member of the approval and of the effective date of the merger.

183.1203 Plan of merger. (1) Each limited liability company that is a party to a proposed merger shall enter into a written plan of merger to be approved under s. 183.1202.

(2) The plan of merger shall include all of the following:

(a) The name of each limited liability company that is a party to the merger and the name of the surviving limited liability company with, or into, which each other limited liability company proposes to merge.

(b) The terms and conditions of the proposed merger.

(c) The manner and basis of converting the interests in each limited liability company that is a party to the merger into limited liability company interests, cash or obligations of the surviving limited liability company or into cash or other property.

(d) Amendments to the articles of organization of the surviving limited liability company that will be effected by the merger.

(e) Other necessary or desirable provisions relating to the proposed merger.

183.1204 Articles of merger. (1) The surviving limited liability company shall deliver to the secretary of state articles of merger, executed by each party to the plan of merger, that include all of the following:

(a) The name and state or jurisdiction of organization of each limited liability company that is to merge.

(b) The plan of merger.

(c) The name of the surviving or resulting limited liability company.

(d) A statement as to whether the management of the surviving limited liability company will be reserved to its members or vested in one or more managers.

(e) The delayed effective date of the merger under s. 183.0111 (2), if applicable.

(f) A statement that the plan of merger was approved under s. 183.1202.

(2) A merger takes effect upon the effective date of the articles of merger.

183.1205 Effects of merger. A merger has the following effects:

(1) The limited liability companies that are parties to the plan of merger become a single entity, which shall be the entity designated in the plan of merger as the surviving limited liability company.

(2) Each party to the plan of merger, except the surviving limited liability company, ceases to exist.

(3) The surviving limited liability company possesses all of the rights, privileges, immunities and powers of each merged limited liability company and is subject to all of the restrictions, disabilities and duties of each merged limited liability company.

(4) All property and all debts, including contributions, and each interest belonging to or owed to each of the parties to the merger is vested in the surviving limited liability company without further act.

1993 Assembly Bill 820

(5) Title to all real estate and any interest in real estate, vested in any party to the merger, does not revert and is not in any way impaired because of the merger.

(6) The surviving limited liability company has all of the liabilities and obligations of each of the parties to the plan of merger and any claim existing or action or proceeding pending by or against any merged limited liability company may be prosecuted as if the merger had not taken place, or the surviving limited liability company may be substituted in the action.

(7) The rights of creditors and any liens on the property of any party to the plan of merger survive the merger.

(8) The interests in a limited liability company that are to be converted or exchanged into interests, cash, obligations or other property under the terms of the plan of merger are converted and the former interest holders are entitled only to the rights provided in the plan of merger or the rights otherwise provided by law.

(9) The articles of organization of the surviving limited liability company are amended to the extent provided in the articles of merger.

183.1206 Right to object. Unless otherwise provided in an operating agreement, upon receipt of the notice required by s. 183.1202 (5), a member who did not vote in favor of the merger may, within 20 days after the date of the notice, voluntarily dissociate from the limited liability company under s. 183.0802 (3) and receive fair value for the member's limited liability company interest under s. 183.0604.

SUBCHAPTER XIII
MISCELLANEOUS

183.1301 Execution by judicial act. Any person who is adversely affected by the failure or refusal of any person to execute and file any articles or other document to be filed under this chapter may petition the circuit court for the county in which the registered office of the limited liability company is located or, if no address is on file with the secretary of state, in the circuit court for Dane county, to direct the execution and filing of the articles or other document. If the court finds that it is proper for the articles or other document to be executed and filed and that there has been failure or refusal to execute and file the document, the court shall order the secretary of state to file the appropriate articles or other document.

183.1302 Rules of construction. (1) It is the policy of this chapter to give maximum effect to the principle of freedom of contract and to the enforceability of operating agreements.

(2) Unless displaced by particular provisions of this chapter, the principles of law and equity supplement this chapter.

(3) Rules that statutes in derogation of the common law are to be strictly construed do not apply to this chapter.

183.1303 Securities law application. An interest in a limited liability company may be a security, as defined in ss. 551.02 (13) (b) and (c).

183.1305 Interstate application. A limited liability company may conduct its business, carry on its operations and have and exercise the powers granted by this chapter in any state, territory, district or possession of the United States, or in any foreign jurisdiction.

SECTION 290. 185.034 (2) (b) of the statutes is amended to read:

185.034 (2) (b) A natural person who, while a director or officer of a cooperative, is or was serving at the cooperative's request as a director, officer, partner, trustee, member of any governing or decision-making committee, manager, employe or agent of an association, corporation, limited liability company, partnership, joint venture, trust or other enterprise.

SECTION 291. 185.11 (2) of the statutes is amended to read:

185.11 (2) A cooperative may have one or more classes of members. The designation, qualifications, requirements, method of acceptance, and incidents of membership of each class shall be set forth in the bylaws. Any person, including a partnership, incorporated or unincorporated association, limited liability company, corporation, or body politic, may become a member in accordance with the bylaws.

SECTION 292. 185.45 (5) of the statutes is amended to read:

185.45 (5) The distribution and payment of net proceeds under sub. (3) or (4) may be in cash, credits, stock, certificates of interest, revolving fund certificates, letters of advice, or other certificates or securities of the cooperative or of other associations, limited liability companies or corporations, in other property, or in any combination thereof.

SECTION 293. 186.03 of the statutes is amended to read:

186.03 Use of name exclusive. No person, partnership, limited liability company, association or corporation, except corporations formed under this chapter, may transact within this state the business authorized by this chapter or any other business whatever under any name or title which includes the 2 words "credit" and "union", except that any organization whose membership is made up of credit unions may use the name, with the consent of the commissioner. Violations of this section may be enjoined at the instance of the commissioner or of any credit union. A violator of this section may be fined not less than \$300 nor more than \$1,000 or imprisoned for not less than 60 days nor more than one year in the county jail or both.

SECTION 294. 186.082 (2) (b) of the statutes is amended to read:

186.082 (2) (b) A natural person who, while a director or officer of a credit union, is or was serving at the credit union's request as a director, officer, partner, trustee, member of any governing or decision-making committee, manager, employe or agent of another credit union or foreign credit union, corporation, limited liability company, partnership, joint venture, trust or other enterprise.

SECTION 295. 186.11 (2) (b) of the statutes is amended to read:

186.11 (2) (b) The board of directors may purchase, lease or construct a building for the operation of the credit union, provided the aggregate cost of the building, remodeling of the building, land improvements and land acquisition does not exceed 100% of the credit union's regular reserve unless prior approval for greater amounts is given by the commissioner. The cost of land acquisition may include vicinal property for future expansion but may not exceed the aggregate cost limitation. Nothing in this subsection authorizes a credit union to lease a building owned by a director or by a corporation, limited liability company, partnership or association controlled by a director. The credit union may rent or lease a portion of its building or property.

SECTION 296. 186.113 (1m) (a) 2. of the statutes is amended to read:

186.113 (1m) (a) 2. The common bond among the members of the credit union establishing limited services offices under this subsection is employment by a corporation, limited liability company, partnership or association which maintains an office or other facility in this state. A limited services office lawfully established under this subsection may continue in service notwithstanding the fact that the corporation, limited liability company, partnership, or association is acquired by an entity whose principal office is outside this state.

SECTION 297. 186.29 (2) (b) of the statutes is amended to read:

186.29 (2) (b) Give notice to all individuals, partnerships, corporations, limited liability companies and associations known to the commissioner to be holding or in possession of any assets of such credit union.

SECTION 298. 187.20 (1) (b) of the statutes is amended to read:

187.20 (1) (b) An individual who, while a director or officer of an incorporated Roman Catholic church, is or was serving at the request of the incorporated Roman Catholic church as a director, officer, partner, trustee, member of any governing or decision-making committee, manager, employe or agent of a corporation, limited liability company, partnership, joint venture, trust or other enterprise.

SECTION 299. 194.01 (10) of the statutes is amended to read:

194.01 (10) "Person" means and includes any individual, firm, copartnership, limited liability company,

corporation, company, association, including express and forwarding companies or agencies and railroad companies, or their lessees, trustees or receivers.

SECTION 300. 194.04 (3) (c) 1. of the statutes, as affected by 1993 Wisconsin Act 16, is amended to read:

194.04 (3) (c) 1. Any individual, copartnership, limited liability company or corporation whose principal business is leasing, for compensation, motor vehicles may, upon payment of an annual permit fee as provided in sub. (4) for each leased motor vehicle for which a permit is required, lease the same to common and contract motor carriers. The lessor shall not be considered to obtain the privileges or be subject to the obligations of s. 194.23 or 194.34 nor shall s. 194.23 or 194.34 apply to the lessor.

SECTION 301. 196.78 of the statutes is amended to read:

196.78 Voluntary dissolution. No corporation or limited liability company owning or operating a public utility may be dissolved unless the commission consents. The commission may consent only after hearing. The commission shall give at least 30 days' notice to each municipality in which the public utility is operated and an opportunity to be heard to each municipality and to the stockholders in the corporation or members of a limited liability company.

SECTION 302. 214.01 (1) (rm) of the statutes is amended to read:

214.01 (1) (rm) "Person" includes an individual, corporation, limited liability company, partnership, joint venture, trust, estate, governmental entity or unincorporated association.

SECTION 303. 214.485 (4) of the statutes is amended to read:

214.485 (4) For the purpose of financing or refinancing an existing ownership interest in certificates of stock, certificates of beneficial interest, other evidence of an ownership interest in, or a proprietary lease from a corporation, limited liability company, trust, or partnership formed for the purpose of the cooperative ownership of real estate, secured by the assignment or transfer of certificates or other evidence of ownership of the borrower.

SECTION 304. 214.52 (1) of the statutes is amended to read:

214.52 (1) A savings bank may acquire and hold real estate on which a building exists or may be built that is suitable for the transaction of the savings bank's business. A savings bank may own all or part of the stock, shares or interest in a corporation, limited liability company, association or trust engaged solely in holding all or part of that real estate. A savings bank may derive rents from any portion of a building not required for the savings bank's own use.

SECTION 305. 215.512 (1) (b) of the statutes is amended to read:

1993 Assembly Bill 820

– 55 –

215.512 (1) (b) A natural person who, while a director or officer of a mutual association, is or was serving at the mutual association's request as a director, officer, partner, trustee, member of any governing or decision-making committee, manager, employe or agent of another mutual association or foreign association, cooperation, limited liability company, partnership, joint venture, trust or other enterprise.

SECTION 306. 217.05 (2) of the statutes is amended to read:

217.05 (2) Every member, if the applicant is a partnership, limited liability company or association.

SECTION 307. 218.01 (3) (e) of the statutes is amended to read:

218.01 (3) (e) If a licensee is a firm ~~or~~ corporation or limited liability company, it shall be sufficient cause for the denial, suspension or revocation of a license that any officer, director ~~or~~ trustee or manager of the firm ~~or~~ corporation or limited liability company, or any member in case of a partnership, has been guilty of any act or omission which would be cause for refusing, suspending or revoking a license to such party as an individual. Each licensee shall be responsible for the acts of any or all of his or her salespersons while acting as his or her agent, if the licensee approved of or had knowledge of the acts or other similar acts and after such approval or knowledge retained the benefit, proceeds, profits or advantages accruing from the acts or otherwise ratified the acts.

SECTION 308. 218.01 (3x) (d) 3. b. of the statutes, as created by 1993 Wisconsin Act 13, is amended to read:

218.01 (3x) (d) 3. b. The proposed change of ownership or transfer of dealership assets does not involve the transfer of assets or the transfer or issuance of stock by the dealer or one or more dealer owners to one or more immediate family members of one or more dealer owners or to a qualifying member of the dealer's management or to a partnership, limited liability company or corporation controlled by such persons. In this subd. 3. b., "immediate family member" means the spouse, child, grandchild, spouse of a child or grandchild, brother, sister or parent of the dealer owner; and "qualifying member of the dealer's management" means an individual who has been employed by the dealer for at least 2 years and who otherwise qualifies as a dealer operator.

SECTION 309. 218.02 (1) (a) of the statutes is amended to read:

218.02 (1) (a) "Adjustment service company," hereinafter called company, shall mean a corporation, limited liability company, association, partnership or individual engaged as principal in the business of prorating the income of a debtor to the debtor's creditor or creditors, or of assuming the obligations of any debtor by purchasing the accounts the debtor may have with the debtor's several creditors, in return for which the principal receives a service charge or other consideration.

SECTION 310. 218.02 (3) (b) of the statutes is amended to read:

218.02 (3) (b) That the financial responsibility, experience, character and general fitness of the applicant, and of the members thereof if the applicant be a partnership, limited liability company or association, and of the officers and directors thereof if the applicant be a corporation, are such as to command the confidence of the community and to warrant belief that the business will be operated honestly, fairly and efficiently within the purposes of this section.

SECTION 311. 218.02 (5) (a) of the statutes is amended to read:

218.02 (5) (a) Every license issued shall state the address of the office at which the business is to be conducted, the name of the licensee, and if the licensee is a partnership, limited liability company or association, the names of the members thereof, and if a corporation the date and place of its incorporation. Such license shall be kept conspicuously posted in the office of the licensee and shall not be transferable or assignable.

SECTION 312. 218.04 (1) (f) of the statutes is amended to read:

218.04 (1) (f) "Person" includes individuals, partnerships, associations ~~and~~ corporations and limited liability companies.

SECTION 313. 218.04 (4) (a) of the statutes is amended to read:

218.04 (4) (a) Upon the filing of such application and the payment of such fee, the commissioner shall make an investigation, and if the commissioner finds that the character and general fitness and the financial responsibility of the applicant, and the members thereof if the applicant is a partnership, limited liability company or association, and the officers and directors thereof if the applicant is a corporation, warrant the belief that the business will be operated in compliance with this section the commissioner shall thereupon issue a license to said applicant. Such license is not assignable and shall permit operation under it only at or from the location specified in the license. A nonresident of this state may, upon complying with all other provisions of this section, secure a collection agency license provided the nonresident maintains an active office in this state.

SECTION 314. 218.05 (3) (a) 1. of the statutes is amended to read:

218.05 (3) (a) 1. The full name and address (both of residence and place of business) of the applicant, and if the applicant is a partnership, limited liability company or association, of every member thereof, and the name and business address if the applicant is a corporation.

SECTION 315. 218.21 (2) (dL) of the statutes is created to read:

218.21 (2) (dL) If the applicant is a limited liability company, the name and address of each member.

SECTION 316. 218.21 (3) of the statutes is amended to read:

218.21 (3) Every application shall be executed by the applicant, if an individual, or in the event the applicant is a partnership, limited liability company or corporation, by a partner, member or officer thereof. Every such application shall be accompanied by the fee required by law.

SECTION 317. 218.31 (1) (bL) of the statutes is created to read:

218.31 (1) (bL) When the applicant is a limited liability company, the name and address of each member.

SECTION 318. 218.31 (2) of the statutes is amended to read:

218.31 (2) Every application shall be executed by the applicant, if an individual, or in the event the applicant is a partnership, limited liability company or corporation, by a partner, member or officer thereof. Every such application shall be accompanied by the fee required by law.

SECTION 319. 218.41 (7) of the statutes is amended to read:

218.41 (7) If a licensee is a firm or corporation, it shall be sufficient cause for the denial, suspension or revocation of a license that any officer, director or trustee of the firm or corporation, or any member in case of a partnership or limited liability company, has been guilty of any act or omission which would be cause for refusing, suspending or revoking a license to the party as an individual. Each licensee shall be responsible for the acts of any or all salespersons while acting as the licensee's agent, if the licensee approved of or had knowledge of the acts or other similar acts and after such approval or knowledge retained the benefit, proceeds, profits or advantages accruing from the acts or otherwise ratified the acts.

SECTION 320. 220.18 of the statutes is amended to read:

220.18 (title) Bank or corporate notaries; permitted acts. It shall be lawful for any notary public who is a stockholder, director, officer, member, manager or employe of a bank or other corporation or limited liability company to take the acknowledgment of any party to any written instrument executed to or by ~~such corporation that entity~~, or to administer an oath to any other stockholder, director, officer, member, manager, employe or agent of ~~such corporation that entity~~, or to protest for non-acceptance or nonpayment bills of exchange, drafts, checks, notes and other negotiable instruments which may be owned or held for collection by ~~such corporation that entity~~, if such notary is not a party to such instrument, either individually or as a representative of ~~such corporation the entity~~.

SECTION 321. 221.02 of the statutes is amended to read:

221.02 Promotion commission; brokerage fees.

No individual, partnership, limited liability company or corporation shall directly or indirectly receive or contract to receive any commission, compensation, bonus, right or privilege of any kind for organizing any banking corporation in this state, or for securing a subscription to the original capital stock of any banking corporation in this state. This section shall not be construed as prohibiting an attorney or attorneys at law from receiving reasonable compensation for legal service in connection therewith. It shall be lawful for a bank to pay a brokerage fee of not in excess of 2 1/2 ~~per cent~~ % for the sale of any increase in the capital of a banking corporation in this state provided that such fee is charged to the current expense account of said bank and such increase in capital is carried on the bank's books in a sum not less than the par value thereof. Each and every individual, partnership, limited liability company or corporation violating the provisions of this section shall forfeit to the state \$1,000 for each and every such violation and in addition thereto double the amount of such commission, compensation or bonus.

SECTION 322. 221.205 of the statutes is amended to read:

221.205 Banks; disciplinary provisions. Whenever the commissioner of banking shall have or receive information causing the commissioner to believe that any bank, trust company bank, or any other corporation, limited liability company or association in respect to whose affairs or any part thereof the commissioner has any supervision or control under the law, or any officer ~~or~~, employe ~~or~~, member or manager thereof has been guilty of a violation of any of the provisions of law or regulations or orders in execution thereof which subjects any such corporation, limited liability company or association or person to prosecution for a criminal offense or for recovery of penalty under the law, the commissioner shall bring such facts and information to the attention of the banking review board with the commissioner's recommendation in writing as to action to be taken. Said banking review board shall, if in its judgment probable cause exists for believing that a criminal offense has been committed, or a penalty incurred, call the facts and information to the attention of the attorney general whose duty it shall be to cause prosecution or other action to be instituted if in the attorney general's judgment the facts warrant. Nothing herein contained shall be deemed to prevent the institution of any prosecution by any district attorney of this state with or without any advice or act on the part of the attorney general. Nothing herein contained shall preclude the commissioner of banking, in any case where the commissioner deems it important to act immediately, from causing any arrest and prosecution where the commissioner is satisfied that there is reason to

1993 Assembly Bill 820

believe the offense has been committed and that prosecution should be immediately commenced.

SECTION 323. 223.057 of the statutes is amended to read:

223.057 Taxation of common trust funds. No common trust fund established under s. 223.055 or 223.056 shall be subject to taxation as a corporation, association, partnership, limited liability company or individual, but it shall be a fiduciary within subch. II of ch. 71. All income of such trust and all capital gains and losses shall be income received or loss realized to the fiduciary account holding a participation in such common trust fund in accordance with its participation.

SECTION 324. 223.10 of the statutes is amended to read:

223.10 Organizations as fiduciaries. Except as provided in s. 880.35, no court or probate registrar in this state may appoint or issue letters to any corporation, limited liability company, association, partnership or business trust as trustee, personal representative, guardian, conservator, assignee, receiver, or in any other fiduciary capacity unless such corporation, limited liability company, association, partnership or business trust is subject to regulation and examination under s. 223.105, or is a national bank, state or federal savings and loan association, state or federal savings bank or federal credit union with authority to exercise such powers.

SECTION 325. 223.105 (1) (b) of the statutes is amended to read:

223.105 (1) (b) “Organization” means any corporation, limited liability company, association, partnership or business trust, other than a national bank, state or federal savings and loan association, state or federal savings bank or federal credit union or other than a corporation, limited liability company, association or partnership, all of whose shareholders or members are licensed under SCR 40.02.

SECTION 326. 227.41 (2) (c) of the statutes is amended to read:

227.41 (2) (c) The petition shall be signed by one or more persons, with each signer’s address set forth opposite the signer’s name, and shall be verified by at least one of the signers. If a person signs on behalf of a corporation, limited liability company or association, that fact also shall be indicated opposite that person’s name.

SECTION 327. 230.046 (6) of the statutes is amended to read:

230.046 (6) GIFTS AND GRANTS. Nothing in this section shall nullify the acceptance or the special conditions of training programs financed by gifts, grants, bequests and devises from individuals, partnerships, associations, limited liability companies or corporations and all subdivisions from the United States, unless such financing has been refused by the state under s. 16.54 or 20.907.

SECTION 328. 234.03 (28) of the statutes is amended to read:

234.03 (28) To cooperate and enter into agreements with state agencies ~~or~~, partnerships and corporations organized under chs. 178 to 181 or limited liability companies organized under ch. 183 to promote economic development activity within this state.

SECTION 329. 234.65 (6) (a) 4. of the statutes is amended to read:

234.65 (6) (a) 4. “Women’s business” means a sole proprietorship, partnership, limited liability company, joint venture or corporation that is at least 51% owned and controlled by women.

SECTION 330. 242.01 (7) (a) 5. of the statutes is created to read:

242.01 (7) (a) 5. A limited liability company of which the debtor is a manager or person in control.

SECTION 331. 242.01 (7) (bL) of the statutes is created to read:

242.01 (7) (bL) If the debtor is a limited liability company, any of the following:

1. A manager of the debtor.
2. A person in control of the debtor.
3. A partnership in which the debtor is a general partner.
4. A general partner in a partnership described in subd. 3.
5. A relative of a manager or person in control of the debtor.

SECTION 332. 242.01 (9) of the statutes is amended to read:

242.01 (9) “Person” means an individual, partnership, corporation, limited liability company, association, organization, government or governmental subdivision or agency, business trust, estate, trust or any other legal or commercial entity.

SECTION 333. 341.51 (4) (bL) of the statutes is created to read:

341.51 (4) (bL) If the applicant is a limited liability company, the names and addresses of the members.

SECTION 334. 343.66 (2) of the statutes is amended to read:

343.66 (2) Subject to ss. 111.321, 111.322 and 111.335, the licensee or any partner, member, manager or officer of the licensee has been convicted of a felony;

SECTION 335. 343.66 (4) of the statutes is amended to read:

343.66 (4) The licensee or any partner, member, manager or officer of such licensee has been guilty of fraud or fraudulent practices in relation to the business conducted under the license, or guilty of inducing another person to resort to fraud or fraudulent practices in relation to securing for himself or herself or another the license to drive a motor vehicle;

SECTION 336. 345.375 of the statutes is amended to read:

345.375 (title) Judgment against a corporation or limited liability company. (1) If a corporation or lim-

ited liability company fails to appear within the time required by the citation, the default of such corporation or limited liability company may be recorded and the charge against it taken as true and judgment shall be rendered accordingly.

(2) Upon default of the defendant corporation or limited liability company or upon conviction, judgment for the amount of the forfeiture, the penalty assessment, if required under s. 165.87, and the jail assessment, if required by s. 302.46 (1), shall be entered.

SECTION 337. 348.20 (1) of the statutes, as affected by 1993 Wisconsin Act 16, is amended to read:

348.20 (1) It is declared to be the public policy of the state that prosecutions for overweight violations shall in every instance where practicable be instituted against the person holding the authority, certificates, licenses or permits evidencing operating privileges from the department which may be the proper object of cancellation or revocation proceedings. In instances where a combination of tractor and trailer or semitrailer is used, the person standing in the relationship of principal or employer to the driver of the tractor portion of the vehicle combination is liable for violation of ss. 348.15 to 348.17 along with the owner holding authority, certificates, licenses or permits from the state. It is a violation of ss. 348.15 to 348.17 for the owner or any other person employing or otherwise directing the operator of the vehicle to require or permit the operation of such vehicle upon a highway contrary to ss. 348.15 to 348.17. This section shall not apply to individuals, copartnerships, limited liability companies or corporations whose principal business is leasing, for compensation, vehicles including trailers and semitrailers, but such prosecutions shall be instituted against the lessee of the vehicle.

SECTION 338. 403.105 (1) (h) of the statutes is amended to read:

403.105 (1) (h) Is limited to payment out of the entire assets of a partnership, limited liability company, unincorporated association, trust or estate by or on behalf of which the instrument is issued.

SECTION 339. 403.110 (1) (g) of the statutes is amended to read:

403.110 (1) (g) A partnership, limited liability company or unincorporated association, in which case it is payable to the partnership, limited liability company or association and may be indorsed or transferred by any person thereto authorized.

SECTION 340. 409.402 (7) of the statutes is amended to read:

409.402 (7) A financing statement sufficiently shows the name of the debtor if it gives the individual, partnership, limited liability company or corporate name of the debtor, whether or not it adds other trade names or the names of partners. Where the debtor so changes the debtor's name or in the case of an organization its name, identity or corporate structure that a filed financing statement

becomes seriously misleading, the filing is not effective to perfect a security interest in collateral acquired by the debtor more than 4 months after the change, unless a new appropriate financing statement is filed before the expiration of that time. A filed financing statement remains effective with respect to collateral transferred by the debtor even though the secured party knows of or consents to the transfer.

SECTION 341. 421.301 (28) of the statutes is amended to read:

421.301 (28) "Organization" means a corporation, government or governmental subdivision or agency, trust, estate, limited liability company, partnership, cooperative or association other than a cooperative organized under ch. 185 which has gross annual revenues not exceeding \$5 million.

SECTION 342. 440.26 (2) (a) 1. of the statutes is amended to read:

440.26 (2) (a) 1. A private detective agency license may be issued to an individual, partnership, limited liability company or corporation. An individual, the members of a partnership or limited liability company and the officers or directors of a corporation, having a private detective agency license, are not required to have a private detective license unless actually engaged in the work of a private detective.

SECTION 343. 440.26 (2) (b) of the statutes is amended to read:

440.26 (2) (b) *Applications.* The department shall prescribe forms for original and renewal applications. A partnership or limited liability company application shall be executed by all members of the partnership or limited liability company. A corporate application shall be executed by the secretary and the president or vice president and, in addition, in the case of a foreign corporation, by the registered agent.

SECTION 344. 440.26 (4) of the statutes is amended to read:

440.26 (4) **BONDS OR LIABILITY POLICIES REQUIRED.** No license may be issued under this section until a bond or liability policy, approved by the department, in the amount of \$10,000 if the applicant for the license is an agency and includes all principals, partners, members or corporate officers, or in the amount of \$2,000 if the applicant is a private detective, has been executed and filed with the department. Such bonds or liability policies shall be furnished by an insurer authorized to do a surety business in this state in a form approved by the department.

SECTION 345. 440.72 (2) (a) (intro.) of the statutes is amended to read:

440.72 (2) (a) *Verified.* (intro.) The applicant shall verify the application, and if the applicant is a partnership, limited liability company or corporation, the application shall be verified as follows:

1993 Assembly Bill 820

SECTION 346. 440.72 (2) (a) 3. of the statutes is created to read:

440.72 (2) (a) 3. By at least 2 members of the limited liability company.

SECTION 347. 440.72 (2) (b) of the statutes is amended to read:

440.72 (2) (b) (title) *Identity of partner, member or officer.* If the applicant is a partnership, limited liability company or corporation, the application shall identify each partner, member or officer who will use the title “mortgage banker”, “loan originator” or “loan solicitor”.

SECTION 348. 440.77 (2) of the statutes is amended to read:

440.77 (2) CONDUCT OF OFFICERS, DIRECTORS AND OTHERS. The department may revoke, suspend or limit a certificate of registration issued under this subchapter or reprimand a mortgage banker or loan solicitor registered under this subchapter, if a director, officer, trustee or partner or member of the mortgage banker or loan solicitor or a person who has a financial interest in or is in any way connected with the operation of the mortgage banker’s or loan solicitor’s business is guilty of an act or omission which would be cause for refusing to issue a certificate of registration to that individual.

SECTION 349. 440.93 (1) (intro.) of the statutes is amended to read:

440.93 (1) (intro.) The department may reprimand a registrant or deny, limit, suspend or revoke a certificate of a cemetery authority, cemetery salesperson or preneed seller if it finds that the applicant or registrant, or, if the applicant or registrant, is an association, partnership, limited liability company or corporation, any officer, director, trustee, member or shareholder who beneficially owns, holds or has the power to vote 5% or more of any class of security issued by the applicant or registrant, has done any of the following:

SECTION 350. 551.02 (13) (b) of the statutes is amended to read:

551.02 (13) (b) “Security” does not include any fixed or variable insurance or endowment policy or annuity contract under which an insurer promises to pay money either in a lump sum or periodically for life or some other specified period; any beneficial interest in any voluntary inter vivos trust not created for the purpose of carrying on any business or solely for the purpose of voting; or any beneficial interest in any testamentary trust; or any interest in a limited liability company organized under ch. 183 if the aggregate number of members of the limited liability company, after the interest is transferred, does not exceed 15 and the right to manage the limited liability company is vested in its members.

SECTION 351. 551.02 (13) (c) of the statutes is created to read:

551.02 (13) (c) “Security” is presumed to include an interest in a limited liability company organized under ch. 183 if the right to manage the limited liability com-

pany is vested in one or more managers or if the aggregate number of members of the limited liability company, after the interest is sold, exceeds 35. “Security” is not presumed to include an interest in a limited liability company organized under ch. 183 if the aggregate number of members of the limited liability company, after the interest is sold, does not exceed 35 and the right to manage the limited liability company is vested in its members.

SECTION 352. 560.036 (1) (e) 1. (intro.) of the statutes is amended to read:

560.036 (1) (e) 1. (intro.) “Minority business” means a sole proprietorship, partnership, limited liability company, joint venture or corporation that fulfills both of the following requirements:

SECTION 353. 560.036 (1) (ep) (intro.) of the statutes is amended to read:

560.036 (1) (ep) (intro.) “Minority financial adviser” means a sole proprietorship, partnership, limited liability company, joint venture or corporation that fulfills all of the following requirements:

SECTION 354. 560.036 (1) (fm) (intro.) of the statutes is amended to read:

560.036 (1) (fm) (intro.) “Minority investment firm” means a sole proprietorship, partnership, limited liability company, joint venture or corporation that fulfills all of the following requirements:

SECTION 355. 560.12 (4) (intro.) of the statutes is amended to read:

560.12 (4) ELIGIBILITY. (intro.) A sole proprietorship, association, partnership, limited liability company or corporation may apply for a recycling rebate if all of the following apply:

SECTION 356. 560.86 (4) (intro.) of the statutes is amended to read:

560.86 (4) (intro.) “Indian business” means a sole proprietorship, partnership, limited liability company, joint venture or corporation that satisfies all of the following requirements:

SECTION 357. 562.025 (1) (a) of the statutes is amended to read:

562.025 (1) (a) Hold a license or be employed by, or have any direct or indirect interest in, any corporation, partnership, limited liability company or association which holds such a license.

SECTION 358. 562.025 (1) (b) of the statutes is amended to read:

562.025 (1) (b) Be employed by or have any direct or indirect interest in any corporation, association, limited liability company or partnership which holds any contract, including but not limited to a concession contract, to supply goods or services to any licensee or at the location of any race.

SECTION 359. 562.025 (2) (a) of the statutes is amended to read:

562.025 (2) (a) Hold any license, except a license covering the professional services being provided to the

commission, or be employed by or have any direct or indirect interest in any corporation, partnership, limited liability company or association which holds a license.

SECTION 360. 562.025 (2) (b) of the statutes is amended to read:

562.025 (2) (b) Have any direct or indirect interest in or be employed by any person who has any direct or indirect interest in any corporation, association, limited liability company or partnership which holds any contract, including but not limited to a concession contract, to supply goods or services to any licensee or at the location of any race.

SECTION 361. 562.05 (3) of the statutes is amended to read:

562.05 (3) No person may hold more than one license issued under sub. (1) (a) and one license issued under sub. (1) (b) or (c). If the applicant for any of those licenses is a corporation, association, limited liability company or partnership, the commission shall determine whether the applicant is the same person as another licensee for the purpose of applying this subsection. Nothing in this subsection prohibits any person with a license under sub. (1) from contracting for services with any other person with a license under sub. (1), subject to any rules promulgated by the commission.

SECTION 362. 562.05 (5) (b) 1L of the statutes is created to read:

562.05 (5) (b) 1L. Except as provided in subd. 4, if the applicant is a limited liability company, par. (a) applies to the limited liability company and to each of its members.

SECTION 363. 562.05 (5) (b) 4. of the statutes is amended to read:

562.05 (5) (b) 4. A restriction under par. (a) 2. to 8. does not apply to a partnership, limited liability company, association or corporation if the commission determines that the partnership, association, limited liability company or corporation has terminated its relationship with each individual whose actions directly contributed to the application of that restriction to the partnership, association, limited liability company or corporation.

SECTION 364. 562.05 (5) (c) 1. of the statutes is amended to read:

562.05 (5) (c) 1. Every application for a license under sub. (1) shall be accompanied by an affidavit which states that the applicant and any partner, member, officer, director and owner subject to par. (a), as specified in par. (b), and any other person with a present or future direct or indirect financial or management interest in the application, to the best of the applicant's knowledge, meets the qualifications under par. (a).

SECTION 365. 562.05 (5) (c) 2. of the statutes is amended to read:

562.05 (5) (c) 2. If after the application for a license is made or a license is issued any new officer, director, partner, member or owner subject to par. (a), as specified

in par. (b), or any other new person with a present or future direct or indirect financial or management interest in the application or license joins the applicant or licensee, the applicant or licensee shall, within 5 working days, notify the commission of the change and provide the affidavit under subd. 1. The commission shall conduct the background investigations required under sub. (7) of any new officer, director, partner, member or shareholder of an applicant or licensee named in the notice to the commission under this subdivision.

SECTION 366. 562.05 (7) (a) 1L of the statutes is created to read:

562.05 (7) (a) 1L. A limited liability company and each of its members.

SECTION 367. 562.05 (7) (ag) 1L of the statutes is created to read:

562.05 (7) (ag) 1L. A limited liability company and each of its members.

SECTION 368. 563.22 (1) (c) of the statutes is amended to read:

563.22 (1) (c) The name and address of each officer, director, shareholder, partner, member or other person with an ownership interest in the applicant business.

SECTION 369. 563.24 of the statutes is amended to read:

563.24 Issuance of supplier's license. Upon receiving an application for a supplier's license, the commission may require the applicant, or if the applicant is a corporation, limited liability company or partnership, its officers, directors ~~and~~ stockholders ~~and~~ members, to appear and testify under oath on the contents of the application. If the commission determines that the supplier's license applicant possesses the requisite qualifications, a license shall be issued to the bingo supplier. A license issued under this section shall be effective for one year from the first day of the month of its issuance, and may be renewed annually. If the application is not approved, the department shall notify the applicant in writing of such action. Within 10 days after receipt of such notification, the applicant may demand a hearing before the commission. At the hearing, the burden of proof shall be on the applicant to establish his or her qualifications and the merit of the application. The fee, less reasonable administrative costs, shall be refunded to the applicant upon entry of an order denying an application after hearing, or upon expiration of the period during which a hearing may be demanded.

SECTION 370. 565.05 (2) (b) of the statutes is amended to read:

565.05 (2) (b) Have any ownership interest in or any partners, members or shareholders who have any ownership interest in any vendor that is under contract to supply or that submits a bid or competitive sealed proposal to supply those goods or services.

SECTION 371. 565.10 (2) of the statutes is amended to read:

1993 Assembly Bill 820

- 61 -

565.10 (2) AGE RESTRICTION. No lottery retailer contract may be entered into with any person under 18 years of age. If the retailer is a partnership, this subsection applies to each partner of the partnership. If the retailer is a limited liability company, this subsection applies to each member of the limited liability company. If the retailer is an association or a corporation, this subsection applies to each officer and director of the association or corporation.

SECTION 372. 565.10 (3) (c) 1L of the statutes is created to read:

565.10 (3) (c) 1L. Except as provided in subd. 4, if the retailer is a limited liability company, pars. (a) and (b) apply to the limited liability company and to each of its members.

SECTION 373. 565.10 (3) (c) 4. of the statutes is amended to read:

565.10 (3) (c) 4. The restrictions under par. (a) do not apply to the partnership, limited liability company, association or corporation if the commission determines that the partnership, limited liability company, association or corporation has terminated its relationship with the partner, member, officer, director or owner who was convicted or entered the plea or with the partner, member, officer, director, owner or other individual whose actions directly contributed to the partnership's, limited liability company's, association's or corporation's conviction or entry of plea.

SECTION 374. 565.25 (3) (b) 1L of the statutes is created to read:

565.25 (3) (b) 1L. Except as provided in subd. 4, if the vendor is a limited liability company, par. (a) applies to the limited liability company and to each of its members.

SECTION 375. 565.25 (3) (b) 4. of the statutes is amended to read:

565.25 (3) (b) 4. The restrictions under par. (a) do not apply to the partnership, limited liability company, association or corporation if the department determines that the partnership, limited liability company, association or corporation has terminated its relationship with the partner, member, officer, director or owner who was convicted or entered the plea or with the partner, member, officer, director, owner or other individual whose actions directly contributed to the partnership's, limited liability company's, association's or corporation's conviction or entry of plea.

SECTION 376. 565.25 (4) of the statutes is amended to read:

565.25 (4) BACKGROUND INVESTIGATIONS. The commission, with the assistance of the department of justice, shall conduct a background investigation of any person proposing to contract or contracting for a major procurement and of all partners, members, officers, directors, owners and beneficial owners identified under sub. (3) (b). The commission may require the person and part-

ners, members, officers, directors and shareholders identified under sub. (3) (b) to be photographed and fingerprinted on 2 fingerprint cards each bearing a complete set of the person's fingerprints. The department of justice may submit the fingerprint cards to the federal bureau of investigation for the purposes of verifying the identity of the persons fingerprinted and obtaining records of their criminal arrests and convictions. If the results of the background investigation disclose information specified in sub. (3) (a) with respect to the person, partner, member, officer, director, owner or beneficial owner, a contract with the vendor, if entered into prior to the disclosure, is void and the vendor shall forfeit any amount filed, deposited or established under sub. (5) (b). The commission shall reimburse the department of justice for the department of justice's services under this subsection and shall obtain payment from the person proposing to contract or the vendor in the amount of the reimbursement.

SECTION 377. 601.31 (1) (L) 2 of the statutes is amended to read:

601.31 (1) (L) 2. Corporation, limited liability company or partnership intermediary, \$100; and

SECTION 378. 628.04 (1) (b) 1. of the statutes is amended to read:

628.04 (1) (b) 1. That if a natural person, the applicant has the intent in good faith to do business as an intermediary or, if a corporation ~~or~~ partnership or limited liability company, has that intent and has included that purpose in the articles of incorporation ~~or~~ association or organization;

SECTION 379. 628.04 (1) (b) 2. of the statutes is amended to read:

628.04 (1) (b) 2. That if a natural person, the applicant is competent and trustworthy, or that if a partnership, limited liability company or corporation, all partners, members, directors or principal officers or persons in fact having comparable powers are competent and trustworthy, and that it will transact business in such a way that all acts that may only be performed by a licensed intermediary are performed exclusively by natural persons who are licensed under this section; and

SECTION 380. 628.08 of the statutes is amended to read:

628.08 Changes in status of intermediaries. Every change in the members of a partnership or a limited liability company or the principal officers of a corporation licensed as an intermediary, every significant change in management powers in ~~either~~ the entity, and so far as it relates to competency or trustworthiness as an intermediary, every change in the status and relationships of a natural person licensed as an intermediary, shall be reported to the commissioner promptly by the intermediary, in such detail and form as the commissioner by rule prescribes.

SECTION 381. 633.14 (2) (intro.) of the statutes is amended to read:

1993 Assembly Bill 820

633.14 (2) (intro.) The commissioner shall issue a license to act as an administrator to a corporation, limited liability company or partnership that does all of the following:

SECTION 382. 633.14 (2) (c) 1. to 4. of the statutes are amended to read:

633.14 (2) (c) 1. That the corporation, limited liability company or partnership intends in good faith to act as an administrator through individuals designated under subd. 3 in compliance with applicable laws of this state and rules and orders of the commissioner.

2. That each officer, director, member, partner or other individual having comparable responsibilities in the corporation, limited liability company or partnership is competent and trustworthy.

3. That for each plan to be administered, the corporation, limited liability company or partnership has designated or will designate an individual in the corporation, limited liability company or partnership to directly administer the plan.

4. If not organized under the laws of this state, that the corporation, limited liability company or partnership has executed in a form acceptable to the commissioner an agreement to be subject to the jurisdiction of the commissioner and the courts of this state and rules and orders of the commissioner, with service of process as provided under ss. 601.72 and 601.73.

SECTION 383. 635.02 (3f) of the statutes is amended to read:

635.02 (3f) "Eligible employe" means an employe who works on a full-time basis and has a normal work week of 30 or more hours. The term includes a sole proprietor, a business owner, including the owner of a farm business, a partner of a partnership, a member of a limited liability company and an independent contractor if the sole proprietor, business owner, partner, member or independent contractor is included as an employe under a health benefit plan of a small employer, but the term does not include an employe who works on a part-time, temporary or substitute basis.

SECTION 384. 635.02 (7) (a) of the statutes is amended to read:

635.02 (7) (a) An individual, firm, corporation, partnership, limited liability company or association that is actively engaged in a business enterprise in this state, including a farm business, and that employs in this state not fewer than 2 nor more than 25 eligible employes. In determining the number of eligible employes, employers that are affiliated, or that are eligible to file a combined tax return for purposes of state taxation, shall be considered one employer.

SECTION 385. 635.20 (12) (a) of the statutes is amended to read:

635.20 (12) (a) An individual, firm, corporation, partnership, limited liability company or association that is actively engaged in a business enterprise in this state,

including a farm business, and that employs in this state not fewer than 2 nor more than 25 eligible employes. In determining the number of eligible employes, employers that are affiliated, or that are eligible to file a combined tax return for purposes of state taxation, shall be considered one employer.

SECTION 386. 647.02 (2) (a) of the statutes is amended to read:

647.02 (2) (a) An application, in the manner required by the commissioner, signed by the applicant; or, if the applicant is a corporation, by the chief executive officer of the applicant; or, if the applicant is a limited liability company, by a member or manager.

SECTION 387. 701.19 (4) (a) of the statutes is amended to read:

701.19 (4) (a) For conduct of the business solely by the trustee, jointly with one or more of the settlor's surviving partners or as a corporation or limited liability company to be formed by the trustee;

SECTION 388. 701.19 (5) (title) of the statutes is amended to read:

701.19 (5) (title) FORMATION OF BUSINESS ENTITY.

SECTION 389. 701.19 (5) (aL) of the statutes is created to read:

701.19 (5) (aL) The court may by order authorize a trustee to become a member of a limited liability company under ch. 183 and transfer trust property to the limited liability company in return for an ownership interest.

SECTION 390. 701.20 (8) (intro.) of the statutes is amended to read:

701.20 (8) BUSINESS AND FARMING OPERATIONS. (intro.) If a trustee uses any part of the principal in the operation of a business, including an agricultural or farming operation, as a sole proprietor ~~or~~ partner or member of a limited liability company, the net profits and losses of the business shall be computed in accordance with generally accepted accounting principles for a comparable business.

SECTION 391. 701.20 (9) (c) of the statutes is amended to read:

701.20 (9) (c) This subsection does not apply to timber, water, soil, sod, dirt, peat, turf, mosses or interests in a partnership or limited liability company owning natural resources.

SECTION 392. 701.20 (10) of the statutes is amended to read:

701.20 (10) (title) TIMBER, WATER, SOIL, SOD, DIRT, PEAT, TURF, MOSSES OR AN INTEREST IN A PARTNERSHIP OR LIMITED LIABILITY COMPANY OWNING NATURAL RESOURCES. If any part of the principal consists of an interest in timber, water, soil, sod, dirt, peat, turf, mosses or a partnership or limited liability company owning natural resources, the receipts shall be allocated in accordance with sub. (2) (a) 3.

SECTION 393. 705.01 (1) of the statutes is amended to read:

1993 Assembly Bill 820

705.01 (1) “Account” means a contract of deposit of funds between a depositor and a financial institution, and includes a checking or savings account, certificate of deposit, share account and other like arrangement. All such contracts in which there are 2 or more parties or one or more agents shall be evidenced by a writing signed by each party making a deposit to the account, prior to or within a reasonable time after such deposit, containing language in substantially the form set forth in s. 705.02. For purposes of this subchapter, the term “account” does not include contracts established for the deposit of funds of a partnership, joint venture, or other association for business purposes, accounts controlled by one or more persons as the duly authorized agents or trustees for a corporation, limited liability company, unincorporated association, or charitable or civic organization, or regular fiduciary or trust accounts where the relationship is established other than by deposit agreement.

SECTION 394. 706.09 (1) (f) of the statutes is amended to read:

706.09 (1) (f) *Lack of authority of officers, agents or fiduciaries.* Any defect or insufficiency in authorization of any purported officer, partner, manager, agent or fiduciary to act in the name or on behalf of any corporation, partnership, limited liability company, principal, trust, estate, minor, incompetent or other holder of an interest in real estate purported to be conveyed in a representative capacity, after the conveyance has appeared of record for 5 years.

SECTION 395. 710.02 (1) (c) 1. of the statutes is amended to read:

710.02 (1) (c) 1. Corporations, limited liability companies, partnerships or associations having more than 20% of their stock, securities or other indicia of ownership held or owned by persons under par. (a) or (b).

SECTION 396. 766.588 (9) (form) schedule A, I. EL of the statutes is created to read:

766.588 (9) (form) Schedule A, I. EL. Limited liability company interests.

SECTION 397. 766.589 (10) (form) schedule A, I. EL of the statutes is created to read:

766.589 (10) (form) Schedule A, I. EL. Limited liability company interests.

SECTION 398. 766.70 (3) (aL) of the statutes is created to read:

766.70 (3) (aL) An interest in a limited liability company held by the other spouse as a member.

SECTION 399. 767.27 (1) of the statutes is amended to read:

767.27 (1) In any action affecting the family, except an action to affirm marriage under s. 767.02 (1) (a), the court shall require each party to furnish, on such standard forms as the court may require, full disclosure of all assets owned in full or in part by either party separately or by the parties jointly. Such disclosure may be made by each party individually or by the parties jointly. Assets

required to be disclosed shall include, but shall not be limited to, real estate, savings accounts, stocks and bonds, mortgages and notes, life insurance, interest in a partnership, limited liability company or corporation, tangible personal property, income from employment, future interests whether vested or nonvested, and any other financial interest or source. The court shall also require each party to furnish, on the same standard form, information pertaining to all debts and liabilities of the parties. The form used shall contain a statement in conspicuous print that complete disclosure of assets and debts is required by law and deliberate failure to provide complete disclosure constitutes perjury. The court may on its own initiative and shall at the request of either party require the parties to furnish copies of all state and federal income tax returns filed by them for the past 2 years, and may require copies of such returns for prior years.

SECTION 400. 800.02 (3) (a) 8. of the statutes is created to read:

800.02 (3) (a) 8. In an action by or against a ch. 183 limited liability company, the complaint must state the company existence and whether the limited liability company is a domestic or foreign limited liability company.

SECTION 401. 801.05 (1) (c) of the statutes is amended to read:

801.05 (1) (c) Is a domestic corporation or limited liability company; or

SECTION 402. 801.05 (8) of the statutes is amended to read:

801.05 (8) (title) DIRECTOR, OFFICER OR MANAGER OF A DOMESTIC CORPORATION OR LIMITED LIABILITY COMPANY. In any action against a defendant who is or was an officer ~~or~~ director or manager of a domestic corporation or domestic limited liability company where the action arises out of the defendant’s conduct as such officer ~~or~~ director or manager or out of the activities of such corporation or limited liability company while the defendant held office as a director ~~or~~ officer or manager.

SECTION 403. 801.11 (5) (intro.), (a) and (b) of the statutes are amended to read:

801.11 (5) (title) DOMESTIC OR FOREIGN CORPORATIONS OR LIMITED LIABILITY COMPANIES, GENERALLY. (intro.) Upon a domestic or foreign corporation or domestic or foreign limited liability company:

(a) By personally serving the summons upon an officer, director or managing agent of the corporation or limited liability company either within or without this state. In lieu of delivering the copy of the summons to the officer specified, the copy may be left in the office of such officer, director or managing agent with the person who is apparently in charge of the office.

(b) If with reasonable diligence the defendant cannot be served under par. (a), then the summons may be served upon an officer, director or managing agent of the corpo-

ration or limited liability company by publication and mailing as provided in sub. (1).

SECTION 404. 804.05 (2) (e) of the statutes is amended to read:

804.05 (2) (e) A party may in the notice name as the deponent a public or private corporation or a limited liability company or a partnership or an association or a governmental agency or a state officer in an action arising out of the officer's performance of employment and designate with reasonable particularity the matters on which examination is requested. The organization or state officer so named shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. The persons so designated shall testify as to matters known or reasonably available to the organization. This paragraph does not preclude taking a deposition by any other procedure authorized by statute or rule.

SECTION 405. 804.06 (1) (b) of the statutes is amended to read:

804.06 (1) (b) A party desiring to take a deposition upon written questions shall serve them upon every other party with a notice stating the name and address of the person who is to answer them, if known, and if the name is not known, a general description sufficient to identify the person or the particular class or group to which the person belongs, and the name or descriptive title and address of the officer before whom the deposition is to be taken. A deposition upon written questions may be taken of a public or private corporation or a limited liability company or a partnership or association or governmental agency in accordance with s. 804.05 (2) (e).

SECTION 406. 804.07 (1) (b) of the statutes is amended to read:

804.07 (1) (b) The deposition of a party or of anyone who at the time of taking the deposition was an officer, director, or managing agent or employe or a person designated under s. 804.05 (2) (e) or 804.06 (1) to testify on behalf of a public or private corporation, limited liability company, partnership or association or governmental agency which is a party may be used by an adverse party for any purpose.

SECTION 407. 804.08 (1) (a) of the statutes is amended to read:

804.08 (1) (a) Any party may serve upon any other party written interrogatories to be answered by the party served, or, if the party served is a public or private corporation or a limited liability company or a partnership or an association or a governmental agency or a state officer in an action arising out of the officer's performance of employment, by any officer or agent, who shall furnish such information as is available to the party. Interrogatories may, without leave of court, be served upon the plaintiff after commencement of the action and upon any other

party with or after service of the summons and complaint upon that party.

SECTION 408. 805.07 (5) of the statutes is amended to read:

805.07 (5) SUBSTITUTED SERVICE. A subpoena may be served in the manner provided in s. 885.03 except that substituted personal service may be made only as provided in s. 801.11 (1) (b) and except that officers, directors, and managing agents of public or private corporations or limited liability companies subpoenaed in their official capacity may be served as provided in s. 801.11 (5) (a).

SECTION 409. 813.02 (3) of the statutes is amended to read:

813.02 (3) In an action for that purpose commenced by the attorney general in the name of the state against a corporation or limited liability company, the court may restrain it from assuming or exercising any franchise, liberty or privilege or transacting any business not authorized by its charter; and in the same manner may restrain individuals from exercising corporate rights, privileges or franchises not granted to them by law; and such court, pending such action, may issue a temporary injunction until final judgment.

SECTION 410. 813.09 of the statutes is amended to read:

813.09 (title) Injunctions against corporations or limited liability companies. An injunction to suspend the general and ordinary business of a corporation or limited liability company shall not be granted except by the court or presiding judge thereof; nor shall it be granted without due notice of the application therefor to the proper officers of the corporation or members or managers of the limited liability company except where the state is a party to the proceedings, unless the plaintiff give a written undertaking, executed by two sufficient sureties, to be approved by the court or judge, to the effect that the plaintiff will pay all damages, not exceeding the sum to be mentioned in the undertaking, which such corporation or limited liability company may sustain by reason of the injunction if the court shall finally decide that the plaintiff was not entitled thereto. The damages may be ascertained by a reference or otherwise as the court shall direct.

SECTION 411. 815.18 (3) (j) 6. c. of the statutes is amended to read:

815.18 (3) (j) 6. c. "Owner-employe" means any individual who owns, directly or indirectly, the entire interest in an unincorporated trade or business, or 50% or more of the combined voting of all classes of stock entitled to vote or the total value of shares of all classes of stock of a corporation, or 50% or more of the capital interest or profits interest of a partnership or limited liability company.

1993 Assembly Bill 820

– 65 –

SECTION 412. 857.25 (1) (a) of the statutes is amended to read:

857.25 (1) (a) For the conduct of the business solely by the personal representative or jointly with one or more of the decedent's surviving partners or as a corporation or limited liability company to be formed by the personal representative;

SECTION 413. 857.27 of the statutes is amended to read:

857.27 (title) Personal representatives or trustees may form corporation or limited liability company. The court may by order authorize the personal representatives or trustees of the estate of a decedent or one or more of the personal representatives or trustees to organize a corporation or limited liability company for any of the purposes authorized by ch. 180 ~~or~~, 181 or 183 and to subscribe for shares of the corporation or interests in the limited liability company and convey estate property to the corporation or limited liability company in payment for the shares or interests subscribed.

SECTION 414. 885.25 (title), (1), (2) and (3) of the statutes are amended to read:

885.25 (title) State actions vs. corporations or limited liability companies. (1) No corporation or limited liability company shall be excused from producing books, papers, tariffs, contracts, agreements, records, files or documents, in its possession, or under its control, in obedience to the subpoena of any court or officer authorized to issue subpoenas, in any civil action which is now or hereafter may be pending, brought by the state against it to recover license fees, taxes, penalties or forfeitures, or to enforce forfeitures, on the ground or for the reason that the testimony or evidence, documentary or otherwise, required of it, may subject it to a penalty or forfeiture, or be excused from making a true answer under oath, by and through its properly authorized officer or agent, when required by law to make such answer to any pleading in any such civil action upon any such ground or for such reason.

(2) No officer, clerk, agent, employe or servant of any corporation or limited liability company in any such action may be excused from attending or testifying or from producing books, papers, tariffs, contracts, agreements, records, files or documents, in his or her possession or under his or her control, in obedience to the subpoena of any court in which any such civil action is pending or before any officer or court empowered or authorized to take deposition or testimony in any such action, in obedience to the subpoena of the officer or court, or of any officer or court empowered to issue a subpoena in that behalf, on the ground or for the reason that the testimony or evidence, documentary or otherwise, required of him or her, may tend to incriminate him or her or subject him or her to a penalty or a forfeiture, but no such officer, clerk, agent, employe or servant shall be prosecuted, or subjected to any penalty or forfeiture, for

or on account of testifying or producing evidence, documentary or otherwise, before the court or officer, or any court or officer empowered to issue subpoena in that behalf, or in any such case or proceeding except a prosecution for perjury or false swearing in giving the testimony.

(3) In case of the failure or neglect of any corporation or limited liability company, or of any such officer, clerk, agent, employe or servant, to produce any such book, paper, tariff, contract, agreement, record, file or document, secondary evidence of the contents of any or either of the same may be given, and such secondary evidence shall be of the same force and effect as the original.

SECTION 415. 891.20 of the statutes is amended to read:

891.20 Articles of incorporation, presumptions. Any charter or patent of incorporation which shall have been issued by the governor or secretary of state, or both, to any corporation under any law of the state; any certificate of organization or association of any corporation or joint stock company; the articles of organization of a limited liability company; the articles of association or organization of any corporation, or a certified copy thereof, which shall have been filed or recorded in the office of the secretary of state, or of any register of deeds or clerk of the circuit court under any law of the state; any certificate or resolution for the purpose of amendment, and every amendment in any form, of the charter, patent, certificate or articles of association or organization or of the name, corporate powers or purposes of any corporation or limited liability company, filed or recorded in either of said offices and a duly certified copy of any such document so filed or recorded shall be received as conclusive evidence of the existence of the corporation, limited liability company or joint stock company mentioned therein, or of the due amendment of the charter, patent, certificate or articles of association or organization thereof in all cases where such facts are only collaterally involved; and as presumptive evidence thereof and of the facts therein stated in all other cases.

SECTION 416. 891.21 of the statutes is amended to read:

891.21 Affidavit of notice of corporate meeting. Whenever any corporation or limited liability company notice is given, posted or served, an affidavit of the person who gave, posted or served the same, specifying the manner and time of doing so, annexed to a copy of such notice, may be filed with the clerk or secretary of the corporation or limited liability company, and when so filed, the original or certified copies thereof, shall be presumptive evidence in all cases of the facts contained in such affidavit.

SECTION 417. 891.31 of the statutes is amended to read:

891.31 Corporate existence. In an action or proceeding by or against any corporation or limited liability

company, it shall not be necessary to prove the existence of such corporation or limited liability company unless its existence is specially denied by an answer.

SECTION 418. 893.60 of the statutes is amended to read:

893.60 What actions not affected. Actions against directors or stockholders of a moneyed corporation or banking association or against managers or members of a limited liability company to recover a forfeiture imposed or to enforce a liability created by law shall be commenced within 6 years after the discovery by the aggrieved party of the facts upon which the forfeiture attached or the liability was created or be barred.

SECTION 419. 893.93 (2) (b) of the statutes is amended to read:

893.93 (2) (b) An action to recover a forfeiture or penalty imposed by any bylaw, ordinance or regulation of any town, county, city or village or of any corporation or limited liability company organized under the laws of this state, when no other limitation is prescribed by law.

SECTION 420. 895.36 of the statutes is amended to read:

895.36 Process against officer. No process against private property shall issue in an action or upon a judgment against a public corporation or limited liability company or an officer or manager in his or her official capacity, when the liability, if any, is that of the corporation or limited liability company nor shall any person be liable as garnishee of such public corporation or limited liability company.

SECTION 421. 943.39 (1) of the statutes is amended to read:

943.39 (1) Being a director, officer, manager, agent or employe of any corporation or limited liability company falsifies any record, account or other document belonging to that corporation or limited liability company by alteration, false entry or omission, or makes, circulates or publishes any written statement regarding the corporation or limited liability company which he or she knows is false; or

SECTION 422. 946.82 (2) of the statutes is amended to read:

946.82 (2) “Enterprise” means any sole proprietorship, partnership, limited liability company, corporation, business trust, union organized under the laws of this state or other legal entity or any union not organized under the laws of this state, association or group of individuals associated in fact although not a legal entity. “Enterprise” includes illicit and licit enterprises and governmental and other entities.

SECTION 423. 967.05 (1) (b) of the statutes is amended to read:

967.05 (1) (b) In the case of a corporation or limited liability company, an information;

SECTION 424. 968.05 of the statutes is amended to read:

968.05 (title) Corporations or limited liability companies: summons in criminal cases. (1) When a corporation or limited liability company is charged with the commission of a criminal offense, the judge or district attorney shall issue a summons setting forth the nature of the offense and commanding the corporation or limited liability company to appear before a court at a specific time and place.

(2) The summons for the appearance of a corporation or limited liability company may be served as provided for service of a summons upon a corporation or limited liability company in a civil action. The summons shall be returnable not less than 10 days after service.

SECTION 425. 970.02 (1) (c) of the statutes is amended to read:

970.02 (1) (c) That he is entitled to a preliminary examination if charged with a felony in any complaint, including a complaint issued under s. 968.26, or when the defendant has been returned to this state for prosecution through extradition proceedings under ch. 976, or any indictment, unless waived in writing or in open court, or unless he is a corporation or limited liability company.

SECTION 426. 971.02 (1) of the statutes is amended to read:

971.02 (1) If the defendant is charged with a felony in any complaint, including a complaint issued under s. 968.26, or when the defendant has been returned to this state for prosecution through extradition proceedings under ch. 976, or any indictment, no information or indictment shall be filed until the defendant has had a preliminary examination, unless he waives such examination in writing or in open court or unless he is a corporation or limited liability company. The omission of the preliminary examination shall not invalidate any information unless the defendant moves to dismiss prior to the entry of a plea.

SECTION 427. 971.32 of the statutes is amended to read:

971.32 Ownership, how alleged. In an indictment, information or complaint for a crime committed in relation to property, it shall be sufficient to state the name of any one of several co-owners, or of any officer or manager of any corporation, limited liability company or association owning the same.

SECTION 428. 973.17 of the statutes is amended to read:

973.17 (title) Judgment against a corporation or limited liability company. (1) If a corporation or limited liability company fails to appear within the time required by the summons, the default of such corporation or limited liability company may be recorded and the charge against it taken as true, and judgment shall be rendered accordingly.

(2) Upon default of the defendant corporation or limited liability company or upon conviction, judgment for the amount of the fine shall be entered.

1993 Assembly Bill 820

– 67 –

(3) A judgment against a corporation or limited liability company shall be collected in the same manner as in civil actions.

SECTION 429. (1) INCOME AND FRANCHISE TAXES. The treatment of sections 71.01 (8g), 71.02 (1), 71.03 (1), 71.04 (1) (a), (3) (a) (intro.), 1, 2 and 3, (b) and (c) (intro.), 1, 2, 3 and 4 and (7) (e) 8., 71.05 (6) (a) 10 and 15, (9) and (22) (b) 4., 71.07 (2di) (a) 2. and 3. and (b) 3., (2dj) (c), (2dL) (e), (2ds) (b), (3m) (a) 1. b. and 6, (9m) (d) and (f) and (10) (b), 71.19, 71.20 (1), 71.21 (1), (2), (3) and (4), 71.22 (1), 71.25 (5) (a) 14. and (9) (e) 8., 71.26 (2) (a), 71.28 (1di) (a) 2 and 3 and (b) 3., (1dj) (c), (1dL) (e) and (1ds) (b), (2m) (a) 1. b. and 6, (4) (i) and (6) (d) and (f), 71.45 (2) (a) 10., 71.47 (1di) (a) 2. and 3. and (b) 3., (1dj) (c), (1dL) (e), (1ds) (b), (2m) (a) 1. b. and 6, (4) (i) and

(6) (d) and (f), 71.58 (1) (cm) and (8), 71.63 (3) (intro.), 71.65 (1) (a) (intro.) and 1, 71.71 (1) (a) (intro.) and 1, 71.78 (1) and 71.83 (1) (a) 3. and (b) 2., 3. and 6. and (2) (a) 1. and (b) 1. and 2. of the statutes first applies to taxable years beginning on January 1, 1994, and first applies to the appropriate taxable year of a member of a limited liability company to conform the member's treatment with the limited liability company's treatment.

(2) TEMPORARY RECYCLING SURCHARGE. The treatment of sections 77.92 (4), 77.93 (2), (3m) and (5) and 77.947 of the statutes first applies to taxable years beginning on January 1, 1994.

SECTION 430. Effective date. This act takes effect on January 1, 1994, or the first day of the first month beginning after publication, whichever is later.