



State of Wisconsin
2001 - 2002 LEGISLATURE

LRB-0712/Y 2

RAC:cjs:km

SOON

RMR

DOA:.....Geisler - Business association fees

FOR 2001-03 BUDGET — NOT READY FOR INTRODUCTION

Do NOT GO

1 ~~AN ACT~~...; relating to: fees charged by the department of financial institutions
 2 for providing certain services relating to the regulation of business
 3 associations, authorizing the department of financial institutions to
 4 administratively dissolve a limited liability company, and granting
 5 rule-making authority.

Analysis by the Legislative Reference Bureau
COMMERCE AND ECONOMIC DEVELOPMENT
COMMERCE

This bill requires DFI to establish by rule fees for a number of services provided by DFI relating to the regulation of business associations, which fees are currently set by statute. The services include providing electronic access to, or preparing and supplying copies or certified copies of, certain resolutions, deeds, bonds, records, documents, or other papers deposited with or kept by DFI; issuing certificates or statements, in any form, relating to the results of searches of records and files of DFI; processing any service of process, notice, or demand served on DFI; processing, in an expeditious manner, a document required or permitted to be filed with DFI; providing, in an expeditious manner, electronic access to certain resolutions, deeds, bonds, records, documents, or other papers deposited with or kept by DFI; and

preparing, in an expeditious manner, certain copies, certified copies, certificates, or statements provided to DFI.

Under current law, the fees charged by DFI for a corporation's filing its articles of incorporation is one cent for each authorized share of the corporation, except that the minimum fee is \$90 and the maximum fee is \$10,000. This bill changes the incorporation fee to \$100 plus one cent for each authorized share in excess of 1,000,000 shares of the corporation, except that the maximum fee is \$3,000. In addition, with respect to a number of other filings by corporations that are charged according to the number of authorized shares of the corporation the bill provides that those charges only apply to authorized shares in excess of 1,000,000 shares of the corporation. The relevant maximum fees for these filings, however, is also reduced from \$10,000 to \$3,000.

~~Under current law, *foreign* limited liability companies (companies organized outside of this state) are required to file with DFI an annual report. This bill requires that *domestic* limited liability companies (companies organized in this state) are required to file with DFI an annual report.~~

Finally, the bill authorizes DFI to administratively dissolve a limited liability company if any of the following occur: the limited liability company does not pay, within one year after they are due, any fees or penalties due DFI; ~~the limited liability company does not have on file its annual report with DFI within one year after it is due;~~ the limited liability company is without a registered agent or registered office in this state for at least one year; and the limited liability company does not notify DFI within one year that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued.

For further information see the *state* fiscal estimate, which will be printed as an appendix to this bill.

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

- 1 SECTION 1. 178.48 (2) of the statutes is amended to read:
2 178.48 (2) The department shall collect a ~~\$10~~ the fee established under s.
3 182.01 (4) (c) each time process is served on the department under this chapter.
4 SECTION 2. 178.48 (3) of the statutes is amended to read:
5 178.48 (3) In addition to the fees required under sub. (1), the department shall
6 collect ~~\$25~~ the fee established under s. 182.01 (4) (d) for processing in an expeditious

1 manner a document required or permitted to be filed with the department under this
2 chapter.

3 SECTION 3. 179.16 (4) of the statutes is repealed.

4 SECTION 4. 179.16 (5) of the statutes is amended to read:

5 179.16 (5) The department shall charge and collect, for processing a document
6 required or permitted to be filed under this chapter in an expeditious manner, ~~or~~
7 ~~preparing the information under sub. (4) in an expeditious manner, the expedited~~
8 ~~service~~ the fee established under s. 182.01 (4) (d) in addition to the fee required by
9 other provisions of this chapter.

10 SECTION 5. 179.88 of the statutes is amended to read:

11 **179.88 Substituted service.** Service of process on the department under this
12 subchapter shall be made by serving of duplicate copies of the process on the
13 department, together with a the fee of \$10 established under s. 182.01 (4) (c). The
14 department shall mail notice of the service and a copy of the process within 10 days
15 addressed to the foreign limited partnership at its office in the state of its
16 organization. The time within which the foreign limited partnership may answer or
17 move to dismiss under s. 802.06 (2) does not start to run until 10 days after the date
18 of the mailing. The department shall keep a record of service of process under this
19 section showing the day and hour of service and the date of mailing.

20 SECTION 6. 180.0122 (1) (a) of the statutes is amended to read:

21 180.0122 (1) (a) Articles of incorporation, \$100; plus 1 cent for each authorized
22 share ~~in excess of 1,000,000 shares, except the minimum fee is \$90 and the maximum~~
23 ~~fee is \$10,000~~ \$3,000 and except that the fee for investment companies is determined
24 under sub. (1m).

25 SECTION 7. 180.0122 (1) (m) of the statutes is amended to read:

1 180.0122 (1) (m) Amendment of articles of incorporation, \$40; plus 1 cent for
2 each authorized share in excess of 1,000,000 shares after the amendment, less a
3 credit of 1 cent for each authorized share immediately before the amendment; except
4 the maximum fee under this paragraph is ~~\$10,000~~ \$3,000 and except that the fee for
5 investment companies is determined under sub. (1m).

6 **SECTION 8.** 180.0122 (1) (n) of the statutes is amended to read:

7 180.0122 (1) (n) Restatement of articles of incorporation with or without
8 amendment of articles, \$40; plus 1 cent for each authorized share in excess of
9 1,000,000 shares after the restatement and any amendment, less a credit of 1 cent
10 for each authorized share immediately before the restatement and any amendment;
11 except the maximum fee under this paragraph is ~~\$10,000~~ \$3,000 and except that the
12 fee for investment companies is determined under sub. (1m).

13 **SECTION 9.** 180.0122 (1) (o) of the statutes is amended to read:

14 180.0122 (1) (o) Articles of merger, \$50 for each domestic corporation and each
15 foreign corporation authorized to transact business in this state that is a party to the
16 merger; plus 1 cent for each authorized share in excess of 1,000,000 shares of the
17 surviving domestic corporation after the merger, less a credit of 1 cent for each share
18 that is authorized immediately before the merger by each domestic corporation that
19 is a party to the merger; except the maximum fee under this paragraph is ~~\$10,000~~
20 \$3,000 and except that the fee for investment companies is determined under sub.
21 (1m).

22 **SECTION 10.** 180.0122 (1) (om) of the statutes is amended to read:

23 180.0122 (1) (om) Articles of share exchange, \$50 for each domestic corporation
24 and each foreign corporation authorized to transact business in this state that is a
25 party to the share exchange; plus 1 cent for each authorized share in excess of

1 1,000,000 shares of the acquiring domestic corporation after the share exchange, less
2 a credit of 1 cent for each share that is authorized immediately before the share
3 exchange by the acquiring domestic corporation; except the maximum fee under this
4 paragraph is ~~\$10,000~~ \$3,000.

5 SECTION 11. 180.0122 (1) (z) of the statutes is amended to read:

6 180.0122 (1) (z) Request for certificate or statement of status, ~~\$5~~ the fee
7 established under s. 182.01 (4) (b).

8 SECTION 12. 180.0122 (2) of the statutes is amended to read:

9 180.0122 (2) The department shall collect a ~~\$10~~ the fee established under s.
10 182.01 (4) (c) each time process is served on the department under this chapter. The
11 party to a civil, criminal, administrative or investigatory proceeding causing service
12 of process may recover this fee as costs if the party prevails in the proceeding.

13 SECTION 13. 180.0122 (4) of the statutes is amended to read:

14 180.0122 (4) In addition to the fees required under sub. (1), the department
15 shall collect the expedited service fee established under s. 182.01 (4) (d) for
16 processing in an expeditious manner a document required or permitted to be filed
17 under this chapter ~~or~~ and shall collect the fee established under s. 182.01 (4) (f) for
18 preparing in an expeditious manner a certificate of status under s. 180.0128 (1) to
19 (3) or a statement of status under s. 180.0128 (4).

20 SECTION 14. 181.0122 (1) (zm) of the statutes is amended to read:

21 181.0122 (1) (zm) Request for certificate or statement of status, ~~\$5~~ or, if
22 ~~information other than the information provided under s. 181.0128 (2) is requested,~~
23 \$10 the fee established under s. 182.01 (4) (b).

24 SECTION 15. 181.0122 (2) of the statutes is amended to read:

1 181.0122 (2) PROCESS FEE. The department shall collect a ~~\$10~~ the fee
2 established under s. 182.01 (4) (c) each time process is served on the department
3 under this chapter. The party to a civil, criminal, administrative or investigatory
4 proceeding who is causing service of process may recover this fee as costs if the party
5 prevails in the proceeding.

6 **SECTION 16.** 181.0122 (4) of the statutes is amended to read:

7 181.0122 (4) EXPEDITED SERVICE FEE. In addition to the fees required under sub.
8 (1), the department shall collect the expedited service fee established under s. 182.01
9 (4) (d) for processing, in an expeditious manner, a document required or permitted
10 to be filed under this chapter ~~or~~ and shall collect the fee established under s. 182.01
11 (4) (f) for preparing, in an expeditious manner, a certificate of status under s.
12 181.0128 (2) or a statement of status under s. 181.0128 (4).

13 **SECTION 17.** 182.01 (4) of the statutes is repealed and recreated to read:

14 182.01 (4) PREPARATION OF COPIES, ISSUANCE OF CERTIFICATES, AND PERFORMANCE
15 OF SERVICES. The department shall establish by rule the fees for all of the following:

16 (a) Providing electronic access to, or preparing and supplying copies or certified
17 copies of, any resolution, deed, bond, record, document, or paper deposited with or
18 kept by the department under this section.

19 (b) Issuing certificates or statements, in any form, relating to the results of
20 searches of records and files of the department.

21 (c) Processing any service of process, notice, or demand served on the
22 department.

23 (d) Processing, in an expeditious manner, a document required or permitted to
24 be filed with the department.

1 (e) Providing, in an expeditious manner, electronic access to any resolution,
2 deed, bond, record, document, or paper deposited with or kept by the department
3 under this section.

4 (f) Preparing, in an expeditious manner, any copies, certified copies,
5 certificates, or statements provided under this section.

6 **SECTION 18.** 183.0105 (2) (c) of the statutes is amended to read:

7 183.0105 (2) (c) ~~In the case of a foreign limited liability company, including~~
8 ~~Including the name of its registered agent and the street address of its registered~~
9 ~~office, as changed, in its annual report under s. 183.0120 183.0121. A change under~~
10 ~~this paragraph is effective on the date the annual report is filed by the office of the~~
11 ~~department.~~

12 **SECTION 19.** 183.0105 (8) (c) of the statutes is amended to read:

13 183.0105 (8) (c) ~~If~~ Except as provided in par. (cm), if the address of the limited
14 liability company's principal office cannot be determined from the records of the
15 department, the limited liability company may be served by publishing a class 3
16 notice, under ch. 985, in the community where the limited liability company's
17 registered office, as most recently designated in the records of the department, is
18 located.

19 **SECTION 20.** 183.0105 (8) (cm) of the statutes is created to read:

20 183.0105 (8) (cm) If a process, notice, or demand is served by the department
21 on a limited liability company under s. 183.0911 and the address of the limited
22 liability company's principal office cannot be determined from the records of the
23 department, the limited liability company may be served by publishing a class 2
24 notice, under ch. 985, in the official state newspaper.

25 **SECTION 21.** 183.0109 (1) (a) 5. of the statutes is created to read:

1 183.0109 (1) (a) 5. A domestic limited liability company's annual report under
2 s. 183.0121.

3 ~~SECTION 22.~~ 183.0109 (1) (b) of the statutes is amended to read:

4 183.0109 (1) (b) ~~The forms prescribed by the department under par. (a) 1. to 4.~~
5 5. shall require disclosure of only the information required under ss. 183.1004,
6 183.1006, 183.1011 and, 183.0120, ~~and 183.0121~~, respectively.

7 ~~SECTION 23.~~ 183.0111 (1) (a) (intro.) of the statutes is amended to read:

8 183.0111 (1) (a) (intro.) Except as provided in sub. (2) and ss. 183.0105 (7),
9 183.0112 (3), 183.0120 (5), 183.0121 (5), and 183.1009 (3), a document filed by the
10 department under this chapter is effective on the date that it is received by the
11 department for filing and at any of the following times on that date:

12 ~~SECTION 24.~~ 183.0114 (1) (a) of the statutes is amended to read:

13 183.0114 (1) (a) Articles of organization, ~~\$130~~ \$100.

14 ~~SECTION 25.~~ 183.0114 (1) (t) of the statutes is amended to read:

15 183.0114 (1) (t) Request for certificate or statement of status, \$5 the fee
16 established under s. 182.01 (4) (b).

17 ~~SECTION 26.~~ 183.0114 (1) (u) of the statutes is amended to read:

18 183.0114 (1) (u) Processing in an expeditious manner a document required or
19 permitted to be filed under this chapter, or preparing in an expeditious manner a
20 certificate or statement of status, \$25 the fee established under s. 182.01 (4) (d).

21 ~~SECTION 27.~~ 183.0114 (1) (x) of the statutes is created to read:

22 ~~183.0114 (1) (x) Annual report of a domestic limited liability company, \$25.~~

23 ~~SECTION 28.~~ 183.0121 of the statutes is created to read:

183.0121 Annual report for domestic limited liability companies. (1)

Each domestic limited liability company shall file with the department an annual report that includes all of the following information:

(a) The name of the domestic limited liability company.

(b) The address of the domestic limited liability company's registered office and the name of its registered agent at that office in this state.

(c) A statement that the domestic limited liability company has not dissolved due to any of the circumstances described in s. 183.0901.

(2) Information in the annual report shall be current as of the date on which the annual report is executed on behalf of the domestic limited liability company.

(3) Annually, a domestic limited liability company shall deliver its annual report to the department during the calendar quarter in which the anniversary of company's organization occurs.

(4) If an annual report does not contain the information required under this section, the department shall promptly notify the reporting domestic limited liability company in writing and return the report to it for correction.

(5) An annual report is effective on the date that it is filed by the department.

SECTION 29. 183.0910 of the statutes is created to read:

183.0910 Grounds for administrative dissolution. The department may bring a proceeding under s. 183.0911 to administratively dissolve a limited liability company if any of the following occurs:

(1) The limited liability company does not pay, within one year after they are due, any fees or penalties due the department under this chapter.

(2) The limited liability company does not have on file its annual report with the department within one year after it is due.

1 (3) The limited liability company is without a registered agent or registered
2 office in this state for at least one year.

3 (4) The limited liability company does not notify the department within one
4 year that its registered agent or registered office has been changed, that its
5 registered agent has resigned, or that its registered office has been discontinued.

6 **SECTION 30.** 183.0911 of the statutes is created to read:

7 **183.0911 Procedure for and effect of administrative dissolution.** (1) If
8 the department determines that one or more grounds exist under s. 183.0910 for
9 dissolving a limited liability company, the department shall serve the limited
10 liability company under s. 183.0105 (8) with written notice of the determination.

11 (2) (a) Within 60 days after service of the notice is perfected under s. 183.0105
12 (8), the limited liability company shall correct each ground for dissolution or
13 demonstrate to the reasonable satisfaction of the department that each ground
14 determined by the department does not exist.

15 (b) If the limited liability company fails to satisfy par. (a), the department shall
16 administratively dissolve the limited liability company by issuing a certificate of
17 dissolution that recites each ground for dissolution and the effective date of
18 dissolution. The department shall file the original of the certificate and serve a copy
19 on the limited liability company under s. 183.0105 (8).

20 (3) Sections 183.0903 to 183.0905 and 183.0907 to 183.0909 apply to a limited
21 liability company that is administratively dissolved.

22 (4) A limited liability company's right to the exclusive use of its company name
23 terminates on the effective date of its administrative dissolution.

24 **SECTION 31.** 183.0912 of the statutes is created to read:

1 **183.0912 Reinstatement following administrative dissolution.** (1) A
2 limited liability company that is administratively dissolved may apply to the
3 department for reinstatement. The application shall include all of the following:

4 (a) The name of the limited liability company and the effective date of its
5 administrative dissolution.

6 (b) A statement that each ground for dissolution either did not exist or has been
7 cured.

8 (c) A statement that the limited liability company's name satisfies s. 183.0103.

9 **(2)** (a) The department shall cancel the certificate of dissolution and issue a
10 certificate of reinstatement that complies with par. (b) if the department determines
11 all of the following:

12 1. That the application contains the information required by sub. (1) and the
13 information is correct.

14 2. That all fees and penalties owed by the limited liability company to the
15 department under this chapter have been paid.

16 (b) The certificate of reinstatement shall state the department's determination
17 under par. (a) and the effective date of reinstatement. The department shall file the
18 certificate and provide a copy to the limited liability company or its representative.

19 **(3)** When the reinstatement becomes effective, it shall relate back to and take
20 effect as of the effective date of the administrative dissolution, and the limited
21 liability company may resume carrying on its business as if the administrative
22 dissolution had never occurred.

23 **SECTION 32.** 183.0913 of the statutes is created to read:

24 **183.0913 Appeal from denial of reinstatement.** (1) If the department
25 denies a limited liability company's application for reinstatement under s. 183.0912,

1 the department shall serve the limited liability company under s. 183.0105 (8) with
2 a written notice that explains each reason for denial.

3 (2) The limited liability company may appeal the denial of reinstatement to the
4 circuit court for the county where the limited liability company's principal office or,
5 if none in this state, its registered office is located, within 30 days after service of the
6 notice of denial is perfected. The limited liability company shall appeal by
7 petitioning the court to set aside the dissolution and attaching to the petition copies
8 of the department's certificate of dissolution, the limited liability company's
9 application for reinstatement, and the department's notice of denial.

10 (3) The court may order the department to reinstate the dissolved limited
11 liability company or may take other action that the court considers appropriate.

12 (4) The court's final decision may be appealed as in other civil proceedings.

13 **SECTION 33.** 185.83 (1) (d) of the statutes is amended to read:

14 185.83 (1) (d) Receiving services of any process, notice or demand, authorized
15 to be served on the department by this chapter, \$10 the fee established under s.
16 182.01 (4) (c).

17 **SECTION 34.** 185.83 (1) (f) of the statutes is repealed.

18 **SECTION 35.** 185.83 (1) (fm) of the statutes is repealed.

19 **SECTION 36.** 185.83 (1) (h) of the statutes is amended to read:

20 185.83 (1) (h) Processing a document required or permitted to be filed or
21 recorded under this chapter in an expeditious manner, ~~or preparing the information~~
22 ~~under par. (f) or (fm) in an expeditious manner, \$25~~ the fee established under s.
23 182.01 (4) (d) in addition to the fee required by other provisions of this chapter.

24 **SECTION 9120. Nonstatutory provisions; financial institutions.**

1 (1) FEES CHARGED BY THE DEPARTMENT OF FINANCIAL INSTITUTIONS.
 2 Notwithstanding sections 178.48 (2) and (3), 179.16 (5), 179.88, 180.0122 (1) (z), (2),
 3 and (4), 181.0122 (1) (zm), (2), and (4), 182.01 (4), 183.0114 (1) (t) and (u), and 185.83
 4 (1) (d), (f), (fm), and (h) of the statutes, as affected by this act, the department of
 5 financial institutions shall continue to charge and collect the fees established under
 6 sections 178.48 (2) and (3), 179.16 (5), 179.88, 180.0122 (1) (z), (2), and (4), 181.0122
 7 (1) (zm), (2), and (4), 182.01 (4), 183.0114 (1) (t) and (u), and 185.83 (1) (f), (fm), and
 8 (h), 1999 stats., until the department has promulgated rules under section 182.01 (4)
 9 of the statutes, as affected by this act. This subsection shall not apply after December
 10 31, 2002.

11 **SECTION 9420. Effective dates; financial institutions.**

12 (1) FEES; ANNUAL FILING REPORTS. The treatment of sections 180.0122 (1) (a), (m),
 13 (n), (o), and (om), ~~183.0105 (2) (c) and (8) (c) and (cm), 183.0109 (1) (a) 5. and (h),~~
 14 ~~183.0111 (1) (a) (intro), 183.0114 (1) (a) and (x), 183.0121,~~ 183.0910, 183.0911,
 15 183.0912, and 183.0913 of the statutes takes effect on January 1, 2002.

16 (END)

Champagne, Rick

From: Geisler, Jeffrey
Sent: Thursday, January 18, 2001 2:20 PM
To: Miller, Steve
Cc: Champagne, Rick
Subject: Changes to Budget Draft LRB 712/2 - Business association fees

Steve,

Please revise this draft to remove the provisions that change various business incorporation fee.

The relevant changes in the draft are discussed in this paragraph from the LRB analysis:

Under current law, the fees charged by DFI for a corporation's filing its articles of Incorporation is one cent for each authorized share of the corporation, except that the minimum fee is \$90 and the maximum fee is \$10,000. This bill changes the incorporation fee to \$100 plus one cent for each authorized share in excess of 1,000,000 shares of the corporation, except that the maximum fee is \$3,000. In addition, with respect to a number of other filings by corporations that are charged according to the number of authorized shares of the corporation the bill provides that those charges only apply to authorized shares in excess of 1,000,000 shares of the corporation. The relevant maximum fees for these filings, however, is also reduced from \$10,000 to \$3,000.

Please call me if you have questions.

Jeffrey A. Geisler
266-1805
DOA State Budget Office



State of Wisconsin
2001 - 2002 LEGISLATURE

LRB-0712/2 3

RAC:cjs:kjf

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RMR

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This bill requires DFI to establish by rule fees for a number of services provided by DFI relating to the regulation of business associations, which fees are currently set by statute. The services include providing electronic access to, or preparing and supplying copies or certified copies of, certain resolutions, deeds, bonds, records, documents, or other papers deposited with or kept by DFI; issuing certificates or statements, in any form, relating to the results of searches of records and files of DFI; processing any service of process, notice, or demand served on DFI; processing, in an expeditious manner, a document required or permitted to be filed with DFI; providing, in an expeditious manner, electronic access to certain resolutions, deeds, bonds, records, documents, or other papers deposited with or kept by DFI; and

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Finally, the bill authorizes DFI to administratively dissolve a limited liability company if any of the following occur: the limited liability company does not pay, within one year after they are due, any fees or penalties due DFI; the limited liability company is without a registered agent or registered office in this state for at least one year; and the limited liability company does not notify DFI within one year that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued.

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10 **SECTION 4.** 179.16 (5) of the statutes is amended to read:

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10 **SECTION 9.** 180.0122 (1) (o) of the statutes is amended to read:

11 180.0122 (1) (o) Articles of merger, \$50 for each domestic corporation and each
12 foreign corporation authorized to transact business in this state that is a party to the
13 merger; plus 1 cent for each authorized share in excess of 1,000,000 shares of the
14 surviving domestic corporation after the merger, less a credit of 1 cent for each share
15 that is authorized immediately before the merger by each domestic corporation that
16 is a party to the merger; except the maximum fee under this paragraph is ~~\$10,000~~
17 \$3,000 and except that the fee for investment companies is determined under sub.
18 (1m).

19 **SECTION 10.** 180.0122 (1) (om) of the statutes is amended to read:

20 180.0122 (1) (om) Articles of share exchange, \$50 for each domestic corporation
21 and each foreign corporation authorized to transact business in this state that is a
22 party to the share exchange; plus 1 cent for each authorized share in excess of
23 1,000,000 shares of the acquiring domestic corporation after the share exchange, less
24 a credit of 1 cent for each share that is authorized immediately before the share

1 exchange by the acquiring domestic corporation; except the maximum fee under this
2 paragraph is ~~\$10,000~~ \$3,000.

3 SECTION 11. 180.0122 (1) (z) of the statutes is amended to read:

4 180.0122 (1) (z) Request for certificate or statement of status, \$5 the fee
5 established under s. 182.01 (4) (b).

6 SECTION 12. 180.0122 (2) of the statutes is amended to read:

7 180.0122 (2) The department shall collect a ~~\$10~~ the fee established under s.
8 182.01 (4) (c) each time process is served on the department under this chapter. The
9 party to a civil, criminal, administrative or investigatory proceeding causing service
10 of process may recover this fee as costs if the party prevails in the proceeding.

11 SECTION 13. 180.0122 (4) of the statutes is amended to read:

12 180.0122 (4) In addition to the fees required under sub. (1), the department
13 shall collect the expedited service fee established under s. 182.01 (4) (d) for
14 processing in an expeditious manner a document required or permitted to be filed
15 under this chapter ~~or~~ and shall collect the fee established under s. 182.01 (4) (f) for
16 preparing in an expeditious manner a certificate of status under s. 180.0128 (1) to
17 (3) or a statement of status under s. 180.0128 (4).

18 SECTION 14. 181.0122 (1) (zm) of the statutes is amended to read:

19 181.0122 (1) (zm) Request for certificate or statement of status, ~~\$5 or, if~~
20 ~~information other than the information provided under s. 181.0128 (2) is requested,~~
21 ~~\$10~~ the fee established under s. 182.01 (4) (b).

22 SECTION 15. 181.0122 (2) of the statutes is amended to read:

23 181.0122 (2) PROCESS FEE. The department shall collect a ~~\$10~~ the fee
24 established under s. 182.01 (4) (c) each time process is served on the department
25 under this chapter. The party to a civil, criminal, administrative or investigatory

1 proceeding who is causing service of process may recover this fee as costs if the party
2 prevails in the proceeding.

3 **SECTION 16.** 181.0122 (4) of the statutes is amended to read:

4 181.0122 (4) **EXPEDITED SERVICE FEE.** In addition to the fees required under sub.
5 (1), the department shall collect the expedited service fee established under s. 182.01
6 (4) (d) for processing, in an expeditious manner, a document required or permitted
7 to be filed under this chapter ~~or~~ and shall collect the fee established under s. 182.01
8 (4) (f) for preparing, in an expeditious manner, a certificate of status under s.
9 181.0128 (2) or a statement of status under s. 181.0128 (4).

10 **SECTION 17.** 182.01 (4) of the statutes is repealed and recreated to read:

11 182.01 (4) **PREPARATION OF COPIES, ISSUANCE OF CERTIFICATES, AND PERFORMANCE**
12 **OF SERVICES.** The department shall establish by rule the fees for all of the following:

13 (a) Providing electronic access to, or preparing and supplying copies or certified
14 copies of, any resolution, deed, bond, record, document, or paper deposited with or
15 kept by the department under this section.

16 (b) Issuing certificates or statements, in any form, relating to the results of
17 searches of records and files of the department.

18 (c) Processing any service of process, notice, or demand served on the
19 department.

20 (d) Processing, in an expeditious manner, a document required or permitted to
21 be filed with the department.

22 (e) Providing, in an expeditious manner, electronic access to any resolution,
23 deed, bond, record, document, or paper deposited with or kept by the department
24 under this section.

1 (f) Preparing, in an expeditious manner, any copies, certified copies,
2 certificates, or statements provided under this section.

3 **SECTION 18.** 183.0105 (8) (c) of the statutes is amended to read:

4 183.0105 (8) (c) If Except as provided in par. (cm), if the address of the limited
5 liability company's principal office cannot be determined from the records of the
6 department, the limited liability company may be served by publishing a class 3
7 notice, under ch. 985, in the community where the limited liability company's
8 registered office, as most recently designated in the records of the department, is
9 located.

10 **SECTION 19.** 183.0105 (8) (cm) of the statutes is created to read:

11 183.0105 (8) (cm) If a process, notice, or demand is served by the department
12 on a limited liability company under s. 183.0911 and the address of the limited
13 liability company's principal office cannot be determined from the records of the
14 department, the limited liability company may be served by publishing a class 2
15 notice, under ch. 985, in the official state newspaper.

16 **SECTION 20.** 183.0114 (1) (a) of the statutes is amended to read:

17 183.0114 (1) (a) Articles of organization, ~~\$130~~ \$100.

18 **SECTION 21.** 183.0114 (1) (t) of the statutes is amended to read:

19 183.0114 (1) (t) Request for certificate or statement of status, ~~\$5~~ the fee
20 established under s. 182.01 (4) (b).

21 **SECTION 22.** 183.0114 (1) (u) of the statutes is amended to read:

22 183.0114 (1) (u) Processing in an expeditious manner a document required or
23 permitted to be filed under this chapter, or preparing in an expeditious manner a
24 certificate or statement of status, ~~\$25~~ the fee established under s. 182.01 (4) (d).

25 **SECTION 23.** 183.0910 of the statutes is created to read:

1 **183.0910 Grounds for administrative dissolution.** The department may
2 bring a proceeding under s. 183.0911 to administratively dissolve a limited liability
3 company if any of the following occurs:

4 (1) The limited liability company does not pay, within one year after they are
5 due, any fees or penalties due the department under this chapter.

6 (3) The limited liability company is without a registered agent or registered
7 office in this state for at least one year.

8 (4) The limited liability company does not notify the department within one
9 year that its registered agent or registered office has been changed, that its
10 registered agent has resigned, or that its registered office has been discontinued.

11 **SECTION 24.** 183.0911 of the statutes is created to read:

12 **183.0911 Procedure for and effect of administrative dissolution.** (1) If
13 the department determines that one or more grounds exist under s. 183.0910 for
14 dissolving a limited liability company, the department shall serve the limited
15 liability company under s. 183.0105 (8) with written notice of the determination.

16 (2) (a) Within 60 days after service of the notice is perfected under s. 183.0105
17 (8), the limited liability company shall correct each ground for dissolution or
18 demonstrate to the reasonable satisfaction of the department that each ground
19 determined by the department does not exist.

20 (b) If the limited liability company fails to satisfy par. (a), the department shall
21 administratively dissolve the limited liability company by issuing a certificate of
22 dissolution that recites each ground for dissolution and the effective date of
23 dissolution. The department shall file the original of the certificate and serve a copy
24 on the limited liability company under s. 183.0105 (8).

1 (3) Sections 183.0903 to 183.0905 and 183.0907 to 183.0909 apply to a limited
2 liability company that is administratively dissolved.

3 (4) A limited liability company's right to the exclusive use of its company name
4 terminates on the effective date of its administrative dissolution.

5 **SECTION 25.** 183.0912 of the statutes is created to read:

6 **183.0912 Reinstatement following administrative dissolution.** (1) A
7 limited liability company that is administratively dissolved may apply to the
8 department for reinstatement. The application shall include all of the following:

9 (a) The name of the limited liability company and the effective date of its
10 administrative dissolution.

11 (b) A statement that each ground for dissolution either did not exist or has been
12 cured.

13 (c) A statement that the limited liability company's name satisfies s. 183.0103.

14 (2) (a) The department shall cancel the certificate of dissolution and issue a
15 certificate of reinstatement that complies with par. (b) if the department determines
16 all of the following:

17 1. That the application contains the information required by sub. (1) and the
18 information is correct.

19 2. That all fees and penalties owed by the limited liability company to the
20 department under this chapter have been paid.

21 (b) The certificate of reinstatement shall state the department's determination
22 under par. (a) and the effective date of reinstatement. The department shall file the
23 certificate and provide a copy to the limited liability company or its representative.

24 (3) When the reinstatement becomes effective, it shall relate back to and take
25 effect as of the effective date of the administrative dissolution, and the limited

1 liability company may resume carrying on its business as if the administrative
2 dissolution had never occurred.

3 **SECTION 26.** 183.0913 of the statutes is created to read:

4 **183.0913 Appeal from denial of reinstatement.** (1) If the department
5 denies a limited liability company's application for reinstatement under s. 183.0912,
6 the department shall serve the limited liability company under s. 183.0105 (8) with
7 a written notice that explains each reason for denial.

8 (2) The limited liability company may appeal the denial of reinstatement to the
9 circuit court for the county where the limited liability company's principal office or,
10 if none in this state, its registered office is located, within 30 days after service of the
11 notice of denial is perfected. The limited liability company shall appeal by
12 petitioning the court to set aside the dissolution and attaching to the petition copies
13 of the department's certificate of dissolution, the limited liability company's
14 application for reinstatement, and the department's notice of denial.

15 (3) The court may order the department to reinstate the dissolved limited
16 liability company or may take other action that the court considers appropriate.

17 (4) The court's final decision may be appealed as in other civil proceedings.

18 **SECTION 27.** 185.83 (1) (d) of the statutes is amended to read:

19 185.83 (1) (d) Receiving services of any process, notice or demand, authorized
20 to be served on the department by this chapter, \$10 the fee established under s.
21 182.01 (4) (c).

22 **SECTION 28.** 185.83 (1) (f) of the statutes is repealed.

23 **SECTION 29.** 185.83 (1) (fm) of the statutes is repealed.

24 **SECTION 30.** 185.83 (1) (h) of the statutes is amended to read:

1 185.83 (1) (h) Processing a document required or permitted to be filed or
2 recorded under this chapter in an expeditious manner, ~~or preparing the information~~
3 ~~under par. (f) or (fm) in an expeditious manner, \$25~~ the fee established under s.
4 182.01 (4) (d) in addition to the fee required by other provisions of this chapter.

5 **SECTION 9120. Nonstatutory provisions; financial institutions.**

6 (1) FEES CHARGED BY THE DEPARTMENT OF FINANCIAL INSTITUTIONS.
7 Notwithstanding sections 178.48 (2) and (3), 179.16 (5), 179.88, 180.0122 (1) (z), (2),
8 and (4), 181.0122 (1) (zm), (2), and (4), 182.01 (4), 183.0114 (1) (t) and (u), and 185.83
9 (1) (d), (f), (fm), and (h) of the statutes, as affected by this act, the department of
10 financial institutions shall continue to charge and collect the fees established under
11 sections 178.48 (2) and (3), 179.16 (5), 179.88, 180.0122 (1) (z), (2), and (4), 181.0122
12 (1) (zm), (2), and (4), 182.01 (4), 183.0114 (1) (t) and (u), and 185.83 (1) (f), (fm), and
13 (h), 1999 stats., until the department has promulgated rules under section 182.01 (4)
14 of the statutes, as affected by this act. This subsection shall not apply after December
15 31, 2002.

16 **SECTION 9420. Effective dates; financial institutions.**

17 (1) FEES; ANNUAL FILING REPORTS. The treatment of sections ~~180.0122 (1) (a), (m)~~
18 ~~(n), (o) and (p)~~, 183.0105 (8) (c) and (cm), 183.0114 (1) (a), 183.0910, 183.0911,
19 183.0912, and 183.0913 of the statutes takes effect on January 1, 2002.

20

(END)

Champagne, Rick

From: Geisler, Jeffrey
Sent: Tuesday, January 23, 2001 11:15 AM
To: Miller, Steve
Cc: Champagne, Rick
Subject: Changes to Budget Draft LRB 712/3 - Business association fees

Steve.

Please revise this draft to remove the provision that lowers the original filing fee for LLCs from \$130 to \$100. The intent of this change is to maintain the current law \$130 original filing fee.

The change to be removed is in s. 183.0114 (1) (a) on page 5, line 24 of the draft.

thanks

Jeffrey A. Geisler
266-1805
DOA State Budget Office



State of Wisconsin
2001 - 2002 LEGISLATURE

LRB-0712/4

RAC:cjs:kjf

DOA:.....Geisler – Business association fees

FOR 2001-03 BUDGET — NOT READY FOR INTRODUCTION

1 **AN ACT ...; relating to:** fees charged by the department of financial institutions
2 for providing certain services relating to the regulation of business
3 associations, authorizing the department of financial institutions to
4 administratively dissolve a limited liability company, and granting
5 rule-making authority.

Analysis by the Legislative Reference Bureau
COMMERCE AND ECONOMIC DEVELOPMENT
COMMERCE

This bill requires DFI to establish by rule fees for a number of services provided by DFI relating to the regulation of business associations, which fees are currently set by statute. The services include providing electronic access to, or preparing and supplying copies or certified copies of, certain resolutions, deeds, bonds, records, documents, or other papers deposited with or kept by DFI; issuing certificates or statements, in any form, relating to the results of searches of records and files of DFI; processing any service of process, notice, or demand served on DFI; processing, in an expeditious manner, a document required or permitted to be filed with DFI; providing, in an expeditious manner, electronic access to certain resolutions, deeds, bonds, records, documents, or other papers deposited with or kept by DFI; and

preparing, in an expeditious manner, certain copies, certified copies, certificates, or statements provided to DFI.

In addition, the bill authorizes DFI to administratively dissolve a limited liability company if any of the following occur: the limited liability company does not pay, within one year after they are due, any fees or penalties due DFI; the limited liability company is without a registered agent or registered office in this state for at least one year; and the limited liability company does not notify DFI within one year that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued.

For further information see the *state* fiscal estimate, which will be printed as an appendix to this bill.

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

1 **SECTION 1.** 178.48 (2) of the statutes is amended to read:

2 178.48 (2) The department shall collect a ~~\$10~~ the fee established under s.
3 182.01 (4) (c) each time process is served on the department under this chapter.

4 **SECTION 2.** 178.48 (3) of the statutes is amended to read:

5 178.48 (3) In addition to the fees required under sub. (1), the department shall
6 collect ~~\$25~~ the fee established under s. 182.01 (4) (d) for processing in an expeditious
7 manner a document required or permitted to be filed with the department under this
8 chapter.

9 **SECTION 3.** 179.16 (4) of the statutes is repealed.

10 **SECTION 4.** 179.16 (5) of the statutes is amended to read:

11 179.16 (5) The department shall charge and collect, for processing a document
12 required or permitted to be filed under this chapter in an expeditious manner, ~~or~~
13 ~~preparing the information under sub. (4) in an expeditious manner, the expedited~~
14 ~~service~~ the fee established under s. 182.01 (4) (d) in addition to the fee required by
15 other provisions of this chapter.

16 **SECTION 5.** 179.88 of the statutes is amended to read:

1 **179.88 Substituted service.** Service of process on the department under this
2 subchapter shall be made by serving of duplicate copies of the process on the
3 department, together with a the fee of \$10 established under s. 182.01 (4) (c). The
4 department shall mail notice of the service and a copy of the process within 10 days
5 addressed to the foreign limited partnership at its office in the state of its
6 organization. The time within which the foreign limited partnership may answer or
7 move to dismiss under s. 802.06 (2) does not start to run until 10 days after the date
8 of the mailing. The department shall keep a record of service of process under this
9 section showing the day and hour of service and the date of mailing.

10 **SECTION 6.** 180.0122 (1) (z) of the statutes is amended to read:

11 180.0122 (1) (z) Request for certificate or statement of status, \$5 the fee
12 established under s. 182.01 (4) (b).

13 **SECTION 7.** 180.0122 (2) of the statutes is amended to read:

14 180.0122 (2) The department shall collect a \$10 the fee established under s.
15 182.01 (4) (c) each time process is served on the department under this chapter. The
16 party to a civil, criminal, administrative or investigatory proceeding causing service
17 of process may recover this fee as costs if the party prevails in the proceeding.

18 **SECTION 8.** 180.0122 (4) of the statutes is amended to read:

19 180.0122 (4) In addition to the fees required under sub. (1), the department
20 shall collect the expedited service fee established under s. 182.01 (4) (d) for
21 processing in an expeditious manner a document required or permitted to be filed
22 under this chapter ~~or~~ and shall collect the fee established under s. 182.01 (4) (f) for
23 preparing in an expeditious manner a certificate of status under s. 180.0128 (1) to
24 (3) or a statement of status under s. 180.0128 (4).

25 **SECTION 9.** 181.0122 (1) (zm) of the statutes is amended to read:

1 181.0122 (1) (zm) Request for certificate or statement of status, ~~\$5 or, if~~
2 ~~information other than the information provided under s. 181.0128 (2) is requested,~~
3 ~~\$10 the fee established under s. 182.01 (4) (b).~~

4 **SECTION 10.** 181.0122 (2) of the statutes is amended to read:

5 181.0122 (2) PROCESS FEE. The department shall collect a ~~\$10 the~~ fee
6 established under s. 182.01 (4) (c) each time process is served on the department
7 under this chapter. The party to a civil, criminal, administrative or investigatory
8 proceeding who is causing service of process may recover this fee as costs if the party
9 prevails in the proceeding.

10 **SECTION 11.** 181.0122 (4) of the statutes is amended to read:

11 181.0122 (4) EXPEDITED SERVICE FEE. In addition to the fees required under sub.
12 (1), the department shall collect the expedited service fee established under s. 182.01
13 (4) (d) for processing, in an expeditious manner, a document required or permitted
14 to be filed under this chapter ~~or~~ and shall collect the fee established under s. 182.01
15 (4) (f) for preparing, in an expeditious manner, a certificate of status under s.
16 181.0128 (2) or a statement of status under s. 181.0128 (4).

17 **SECTION 12.** 182.01 (4) of the statutes is repealed and recreated to read:

18 182.01 (4) PREPARATION OF COPIES, ISSUANCE OF CERTIFICATES, AND PERFORMANCE
19 OF SERVICES. The department shall establish by rule the fees for all of the following:

20 (a) Providing electronic access to, or preparing and supplying copies or certified
21 copies of, any resolution, deed, bond, record, document, or paper deposited with or
22 kept by the department under this section.

23 (b) Issuing certificates or statements, in any form, relating to the results of
24 searches of records and files of the department.

1 (c) Processing any service of process, notice, or demand served on the
2 department.

3 (d) Processing, in an expeditious manner, a document required or permitted to
4 be filed with the department.

5 (e) Providing, in an expeditious manner, electronic access to any resolution,
6 deed, bond, record, document, or paper deposited with or kept by the department
7 under this section.

8 (f) Preparing, in an expeditious manner, any copies, certified copies,
9 certificates, or statements provided under this section.

10 **SECTION 13.** 183.0105 (8) (c) of the statutes is amended to read:

11 183.0105 (8) (c) If Except as provided in par. (cm), if the address of the limited
12 liability company's principal office cannot be determined from the records of the
13 department, the limited liability company may be served by publishing a class 3
14 notice, under ch. 985, in the community where the limited liability company's
15 registered office, as most recently designated in the records of the department, is
16 located.

17 **SECTION 14.** 183.0105 (8) (cm) of the statutes is created to read:

18 183.0105 (8) (cm) If a process, notice, or demand is served by the department
19 on a limited liability company under s. 183.0911 and the address of the limited
20 liability company's principal office cannot be determined from the records of the
21 department, the limited liability company may be served by publishing a class 2
22 notice, under ch. 985, in the official state newspaper.

23 **SECTION 15.** 183.0114 (1) (t) of the statutes is amended to read:

24 183.0114 (1) (t) Request for certificate or statement of status, \$5 the fee
25 established under s. 182.01 (4) (b).

1 **SECTION 16.** 183.0114 (1) (u) of the statutes is amended to read:

2 183.0114 (1) (u) Processing in an expeditious manner a document required or
3 permitted to be filed under this chapter, or preparing in an expeditious manner a
4 certificate or statement of status, \$25 the fee established under s. 182.01 (4) (d).

5 **SECTION 17.** 183.0910 of the statutes is created to read:

6 **183.0910 Grounds for administrative dissolution.** The department may
7 bring a proceeding under s. 183.0911 to administratively dissolve a limited liability
8 company if any of the following occurs:

9 (1) The limited liability company does not pay, within one year after they are
10 due, any fees or penalties due the department under this chapter.

11 (3) The limited liability company is without a registered agent or registered
12 office in this state for at least one year.

13 (4) The limited liability company does not notify the department within one
14 year that its registered agent or registered office has been changed, that its
15 registered agent has resigned, or that its registered office has been discontinued.

16 **SECTION 18.** 183.0911 of the statutes is created to read:

17 **183.0911 Procedure for and effect of administrative dissolution.** (1) If
18 the department determines that one or more grounds exist under s. 183.0910 for
19 dissolving a limited liability company, the department shall serve the limited
20 liability company under s. 183.0105 (8) with written notice of the determination.

21 (2) (a) Within 60 days after service of the notice is perfected under s. 183.0105
22 (8), the limited liability company shall correct each ground for dissolution or
23 demonstrate to the reasonable satisfaction of the department that each ground
24 determined by the department does not exist.

1 (b) If the limited liability company fails to satisfy par. (a), the department shall
2 administratively dissolve the limited liability company by issuing a certificate of
3 dissolution that recites each ground for dissolution and the effective date of
4 dissolution. The department shall file the original of the certificate and serve a copy
5 on the limited liability company under s. 183.0105 (8).

6 (3) Sections 183.0903 to 183.0905 and 183.0907 to 183.0909 apply to a limited
7 liability company that is administratively dissolved.

8 (4) A limited liability company's right to the exclusive use of its company name
9 terminates on the effective date of its administrative dissolution.

10 **SECTION 19.** 183.0912 of the statutes is created to read:

11 **183.0912 Reinstatement following administrative dissolution.** (1) A
12 limited liability company that is administratively dissolved may apply to the
13 department for reinstatement. The application shall include all of the following:

14 (a) The name of the limited liability company and the effective date of its
15 administrative dissolution.

16 (b) A statement that each ground for dissolution either did not exist or has been
17 cured.

18 (c) A statement that the limited liability company's name satisfies s. 183.0103.

19 (2) (a) The department shall cancel the certificate of dissolution and issue a
20 certificate of reinstatement that complies with par. (b) if the department determines
21 all of the following:

22 1. That the application contains the information required by sub. (1) and the
23 information is correct.

24 2. That all fees and penalties owed by the limited liability company to the
25 department under this chapter have been paid.

1 (b) The certificate of reinstatement shall state the department's determination
2 under par. (a) and the effective date of reinstatement. The department shall file the
3 certificate and provide a copy to the limited liability company or its representative.

4 (3) When the reinstatement becomes effective, it shall relate back to and take
5 effect as of the effective date of the administrative dissolution, and the limited
6 liability company may resume carrying on its business as if the administrative
7 dissolution had never occurred.

8 **SECTION 20.** 183.0913 of the statutes is created to read:

9 **183.0913 Appeal from denial of reinstatement.** (1) If the department
10 denies a limited liability company's application for reinstatement under s. 183.0912,
11 the department shall serve the limited liability company under s. 183.0105 (8) with
12 a written notice that explains each reason for denial.

13 (2) The limited liability company may appeal the denial of reinstatement to the
14 circuit court for the county where the limited liability company's principal office or,
15 if none in this state, its registered office is located, within 30 days after service of the
16 notice of denial is perfected. The limited liability company shall appeal by
17 petitioning the court to set aside the dissolution and attaching to the petition copies
18 of the department's certificate of dissolution, the limited liability company's
19 application for reinstatement, and the department's notice of denial.

20 (3) The court may order the department to reinstate the dissolved limited
21 liability company or may take other action that the court considers appropriate.

22 (4) The court's final decision may be appealed as in other civil proceedings.

23 **SECTION 21.** 185.83 (1) (d) of the statutes is amended to read:

1 185.83 (1) (d) Receiving services of any process, notice or demand, authorized
2 to be served on the department by this chapter, ~~\$10~~ the fee established under s.
3 182.01 (4) (c).

4 **SECTION 22.** 185.83 (1) (f) of the statutes is repealed.

5 **SECTION 23.** 185.83 (1) (fm) of the statutes is repealed.

6 **SECTION 24.** 185.83 (1) (h) of the statutes is amended to read:

7 185.83 (1) (h) Processing a document required or permitted to be filed or
8 recorded under this chapter in an expeditious manner, ~~or preparing the information~~
9 ~~under par. (f) or (fm) in an expeditious manner, \$25~~ the fee established under s.
10 182.01 (4) (d) in addition to the fee required by other provisions of this chapter.

11 **SECTION 9120. Nonstatutory provisions; financial institutions.**

12 (1) FEES CHARGED BY THE DEPARTMENT OF FINANCIAL INSTITUTIONS.

13 Notwithstanding sections 178.48 (2) and (3), 179.16 (5), 179.88, 180.0122 (1) (z), (2),
14 and (4), 181.0122 (1) (zm), (2), and (4), 182.01 (4), 183.0114 (1) (t) and (u), and 185.83
15 (1) (d), (f), (fm), and (h) of the statutes, as affected by this act, the department of
16 financial institutions shall continue to charge and collect the fees established under
17 sections 178.48 (2) and (3), 179.16 (5), 179.88, 180.0122 (1) (z), (2), and (4), 181.0122
18 (1) (zm), (2), and (4), 182.01 (4), 183.0114 (1) (t) and (u), and 185.83 (1) (f), (fm), and
19 (h), 1999 stats., until the department has promulgated rules under section 182.01 (4)
20 of the statutes, as affected by this act. This subsection shall not apply after December
21 31, 2002.

22 **SECTION 9420. Effective dates; financial institutions.**

