

2011 DRAFTING REQUEST

Senate Amendment (SA-SB391)

Received: **01/23/2012**

Received By: **agary**

Wanted: **As time permits**

Companion to LRB:

For: **Glenn Grothman (608) 266-7513**

By/Representing: **Lance**

May Contact:

Drafter: **agary**

Subject: **Bus. Assn. - LLCs**
Bus. Assn. - nonprofits

Addl. Drafters:

Extra Copies:

Submit via email: **YES**

Requester's email: **Sen.Grothman@legis.wisconsin.gov**

Carbon copy (CC:) to: **aaron.gary@legis.wisconsin.gov**

Pre Topic:

No specific pre topic given

Topic:

Adding similar provisions for nonstock corporations and LLCs

Instructions:

See attached

Drafting History:

<u>Vers.</u>	<u>Drafted</u>	<u>Reviewed</u>	<u>Typed</u>	<u>Proofed</u>	<u>Submitted</u>	<u>Jacketed</u>	<u>Required</u>
/P1							
/1	agary 01/24/2012	kfollett 01/24/2012	phenry 01/24/2012	_____	lparisi 01/24/2012	lparisi 01/24/2012	

FE Sent For:

<END>

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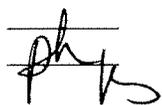
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/P1	agary						

FE Sent For:

<END>

Gary, Aaron

From: Gary, Aaron
Sent: Monday, January 23, 2012 4:04 PM
To: Burri, Lance
Cc: Knight, Eric T - DFI
Subject: RE: SB-391

The original request involved only notices for administrative dissolution of domestic corporations (180.1421). I have almost finished preparing an amendment to add similar provisions for domestic nonstock corporations and LLCs, focusing mostly on s. 181.1421 (2) (b) and 183.09025 (2) (d).

I note that the bill does not cover revocation of certificate of authority for a foreign corporation, which contains similar current law provisions on publishing notice. See s. 180.1531 (2m) (b). (Similar provisions also apply for foreign nonstock corporations and LLCs.) Do you want the amendment to also cover these provisions for foreign business corps./nonstock corps./LLCs?

Thanks. Aaron

Aaron R. Gary
 Attorney, Legislative Reference Bureau
 608.261.6926 (voice)
 608.264.6948 (fax)
 aaron.gary@legis.state.wi.us

1/24 Hc w/ Eric →
 yes do foreign also

From: Burri, Lance
Sent: Monday, January 23, 2012 2:39 PM
To: Gary, Aaron
Cc: Knight, Eric T - DFI
Subject: RE: SB-391

Thanks Aaron. We're fine with it being entered for Sen. Grothman.

Lance Burri
 Office of Sen. Glenn Grothman
 608-266-7513

From: Gary, Aaron
Sent: Monday, January 23, 2012 2:37 PM
To: Burri, Lance
Cc: Knight, Eric T - DFI
Subject: SB-391

Hi Lance,

I talked to Eric and DFI would like provisions similar to those in SB-391 to also apply to non-stock corps (ch. 181) and LLCs (ch. 183). I will start working on an amendment to do this. I am hoping it can be a simple, but it might have to be a sub. I'm also not sure how long it will take. I understand there's a hearing scheduled for the

1/23/2012

bill on Wed. Do you want the amendment request entered for Sen. Grothman or should it be entered for DFI?

Thanks. Aaron

Aaron R. Gary
Attorney, Legislative Reference Bureau
608.261.6926 (voice)
608.264.6948 (fax)
aaron.gary@legis.state.wi.us



State of Wisconsin
2011 - 2012 LEGISLATURE

in 1/24



LRBa2191/1

ARG:...

kyf

Wanted
TODAY
if possible
for hearing
tomorrow

SENATE AMENDMENT,
TO 2011 SENATE BILL 391

1 At the locations indicated, amend the bill as follows:

2 1. Page 1, line 3: delete "corporations" and substitute "domestic business
3 corporations, nonstock corporations, and limited liability companies and revocation
4 of certificates of authority for foreign business corporations, nonstock corporations,
5 and limited liability companies".

6 2. Page 2, line 1: before that line insert:

7 "SECTION 1c. 108.14 (11) of the statutes is amended to read:

8 108.14 (11) The department may require any employing unit which employs
9 one or more individuals to perform work in this state to make such arrangements as
10 will reasonably assure the department that the employing unit will keep such
11 records, make such reports, and pay such contributions as are required under this
12 chapter. Any employing unit which the department has notified, through notice
13 served on it or sent by registered mail to its last-known address or served by

*CPS:
check*

1 publishing a notice under s. 180.1510 (4) (b) ~~1.~~, that it is required to make such
2 arrangements and which fails to do so within 20 days after such notification may,
3 through proceedings instituted by the department in the circuit court for Dane
4 County, be restrained from doing business in this state until it has made such
5 arrangements.”.

History: 1971 c. 53; 1973 c. 90 s. 559; 1973 c. 247; 1975 c. 343; 1977 c. 29, 133; 1977 c. 196 s. 131; 1977 c. 272 s. 98; 1979 c. 34 s. 2102 (25) (a); 1979 c. 110 s. 60 (11); 1979 c. 221; 1981 c. 36 ss. 18, 45; 1983 a. 8 s. 54; 1983 a. 189 s. 329 (28); 1983 a. 388; 1985 a. 17; 1985 a. 29 ss. 1664 to 1668, 3202 (29); 1985 a. 332; 1987 a. 38, 255; 1989 a. 77, 139, 303, 359; 1991 a. 89; 1993 a. 373, 490, 492; 1995 a. 27, 118, 225; 1997 a. 39; 1999 a. 83; 2001 a. 35, 105; 2003 a. 197; 2009 a. 11.

6 **3.** Page 2, line 1: delete “SECTION 1d” and substitute “SECTION 1m”.

7 **4.** Page 2, line 14: after that line insert:

8 “SECTION 3c. 180.1510 (4) (b) 1. of the statutes is renumbered 180.1510 (4) (b)
9 and amended to read:

10 180.1510 (4) (b) Except as provided in ~~subd. 2.~~ s. 180.1531 (2m) (b), if the
11 address of the foreign corporation’s principal office cannot be determined from the
12 records of the department, the foreign corporation may be served by publishing a
13 class 3 notice, under ch. 985, in the community where the foreign corporation’s
14 principal office or registered office, as most recently designated in the records of the
15 department, is located.

16 **SECTION 3d.** 180.1510 (4) (b) 2. of the statutes is repealed.

17 **SECTION 3e.** 180.1531 (2m) (b) of the statutes is amended to read:

18 180.1531 (2m) (b) If the notice under par. (a) is returned to the department as
19 undeliverable or if the corporation’s principal office cannot be determined from the
20 records of the department, the department shall give the notice by ~~publishing a class~~
21 ~~2 notice under ch. 985 in the official state newspaper~~ posting the notice on the
22 department’s Web site.

History: 1989 a. 303; 1991 a. 269; 1993 a. 35; 1995 a. 27; 2001 a. 44.

1 **SECTION 3f.** 181.0504 (3) (a) of the statutes^X is renumbered 181.0504 (3) and
2 amended to read:

3 181.0504 **(3)** Except as provided in par. ~~(b)~~[✓] s. ~~181.1421 (2) (b)~~[✓], if the address of
4 the corporation's principal office cannot be determined from the records held by the
5 department, the corporation may be served by publishing a class 3 notice, under ch.
6 985, in the community where the corporation's principal office or registered office,
7 as most recently designated in the records of the department, is located.

History: 1997 a. 79.

8 **SECTION 3g.** 181.0504 (3) (b) of the statutes^X is repealed.

9 **SECTION 3h.** 181.1421 (2) (b) of the statutes[✓] is amended to read:

10 181.1421 **(2)** (b) If the notice under par. (a) is returned to the department as
11 undeliverable or if the corporation's principal office cannot be determined from the
12 records of the department, the department shall give the notice by ~~publishing a class~~
13 ~~2 notice under ch. 985 in the official state newspaper~~ posting the notice on the
14 department's Web site.[✓]

History: 1997 a. 79; 2001 a. 44.

15 **SECTION 3i.** 181.1421 (3) (d) of the statutes[✓] is amended to read:

16 181.1421 **(3)** (d) If the notice is ~~published as a class 2 notice, under ch. 985, the~~
17 ~~effective date set under ch. 985 for the notice~~ posted on the department's Web site,
18 the date of posting.[✓]

History: 1997 a. 79; 2001 a. 44.

19 **SECTION 3j.** 181.1510 (4) (b) 1. of the statutes^X is renumbered 181.1510 (4) (b)
20 and amended to read:

21 181.1510 **(4)** (b) Except as provided in ~~subd. 2.~~[✓] s. ~~181.1531 (2g) (b)~~[✓], if the address
22 of the foreign corporation's principal office cannot be determined from the records of
23 the department, the foreign corporation may be served by publishing a class 3 notice,
24 under ch. 985, in the community where the foreign corporation's principal office or

1 registered office, as most recently designated in the records of the department, is
2 located.

3 **History:** 1997 a. 79.

SECTION 3k. 181.1510 (4) (b) 2. of the statutes is repealed.

4 **SECTION 3m.** 181.1531 (2g) (b) of the statutes is amended to read:

5 181.1531 **(2g)** (b) If the notice under par. (a) is returned to the department as
6 undeliverable or if the corporation's principal office cannot be determined from the
7 records of the department, the department shall give the notice by ~~publishing a class~~
8 ~~2 notice under ch. 985 in the official state newspaper~~ posting the notice on the
9 department's Web site.

10 **History:** 1997 a. 79; 2001 a. 44.

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

11 183.0105 **(8)** (c) ~~If~~ Except as provided in s. 183.09025 (2) (d), if the address of
12 the limited liability company's principal office cannot be determined from the records
13 of the department, the limited liability company may be served by publishing a class
14 3 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 **History:** 1993 a. 112; 1995 a. 27, 400; 2001 a. 44; 2003 a. 33; 2005 a. 476.

SECTION 3o. 183.09025 (2) (b) of the statutes is amended to read:

18 183.09025 **(2)** (b) Within 60 days after the date on which the notice is received
19 or the date on which the ~~second insertion of the class 2~~ notice under par. (d) is
20 ~~published~~ posted, the limited liability company shall correct each ground for
21 dissolution or demonstrate to the reasonable satisfaction of the department that
22 each ground determined by the department does not exist.

23 **History:** 2003 a. 33; 2005 a. 132.

SECTION 3p. 183.09025 (2) (d) of the statutes is amended to read:

1 183.09025 **(2)** (d) If a notice under par. (a) or (c) is returned to the department
 2 as undeliverable, the department shall again mail the notice to the limited liability
 3 company as provided under that paragraph. If the notice is again returned to the
 4 department as undeliverable, the department shall give the notice by ~~publishing a~~
 5 ~~class 2 notice under ch. 985 in the official state newspaper~~ posting the notice on the
 6 department's Web site.

History: 2003 a. 33; 2005 a. 132.

7 **SECTION 3q.** 183.1010 (4) (b) 1. of the statutes is renumbered 183.1010 (4) (b)
 8 and amended to read:

9 183.1010 **(4)** (b) Except as provided in ~~subd. 2.~~ s. 183.1021 (2g) (b), if the address
 10 of the foreign limited liability company's principal office cannot be determined from
 11 the records of the department, the foreign limited liability company may be served
 12 by publishing a class 3 notice, under ch. 985, in the community where the foreign
 13 limited liability company's principal office or, if not in this state, its registered office,
 14 as most recently designated in the records of the department, is located.

History: 1993 a. 112; 1995 a. 27.

15 **SECTION 3r.** 183.1010 (4) (b) 2. of the statutes is repealed.

16 **SECTION 3s.** 183.1021 (2g) (b) of the statutes is amended to read:

17 183.1021 **(2g)** (b) If the notice under par. (a) is returned to the department as
 18 undeliverable or if the foreign limited liability company's principal office cannot be
 19 determined from the records of the department, the department shall give the notice
 20 by ~~publishing a class 2 notice under ch. 985 in the official state newspaper~~ posting
 21 the notice on the department's Web site.

History: 1995 a. 27; 2001 a. 44.

22 **5.** Page 2, line 16: delete "notice" and substitute "notices".

23 **6.** Page 2, line 16: delete "section" and substitute "sections".

