

2011 DRAFTING REQUEST

Senate Amendment (SA-SB391)

Received: 02/03/2012

Received By: agary

Wanted: As time permits

Companion to LRB:

For: Financial Institutions

By/Representing: Eric Knight

May Contact:

Drafter: agary

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

Addl. Drafters:

Extra Copies:

Submit via email: YES

Requester's email: Eric.Knight@dfi.wisconsin.gov

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

Pre Topic:

No specific pre topic given

Topic:

Changing to class 1 notice; adding similar provisions for nonstock corporations and LLCs

Instructions:

Instead of publishing on web site, wants bill to simply change class 2 notice to class 1 notice; needed by Monday

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>
/?							
/1	agary 02/03/2012	mduchek 02/06/2012	rschluet 02/06/2012	_____	ggodwin 02/06/2012	ggodwin 02/06/2012	

FE Sent For:

<END>

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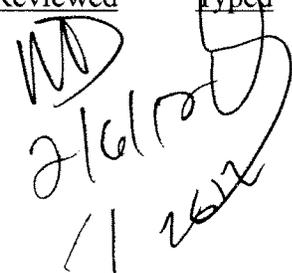
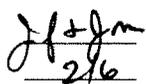
Changing to class 1 notice; adding similar provisions for nonstock corporations and LLCs

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Instead of publishing on web site, wants bill to simply change class 2 notice to class 1 notice; needed by Monday

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/?	agary						
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FE Sent For:

<END>



State of Wisconsin
2011 - 2012 LEGISLATURE

in
2/3



LRBa2251/1

ARG:.....

needed
2/6

med+kjf

SENATE AMENDMENT,
TO 2011 SENATE BILL 391

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

2

3 ADD INSERT A HERE

4

5 **1.** Page 2, line 12: delete the material beginning with “publishing” and ending
6 with “site” on line 14 and substitute “publishing a class 2 1 notice under ch. 985 in
7 the official state newspaper”.

8

9 **2.** Page 2, line 15: delete the material beginning with that line and ending with
10 page 3, line 3 and substitute:

11 ADD INSERT B HERE

12

13

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

2 180.1531 **(2m)** (b) If the notice under par. (a) is returned to the department as
3 undeliverable or if the corporation's principal office cannot be determined from the
4 records of the department, the department shall give the notice by publishing a class
5 ~~2~~ 1 notice under ch. 985 in the official state newspaper.

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

7 ADD INSERT C HERE

8 **SECTION 3h.** 181.1421 (2) (b) of the statutes is amended to read:

9 181.1421 **(2)** (b) If the notice under par. (a) is returned to the department as
10 undeliverable or if the corporation's principal office cannot be determined from the
11 records of the department, the department shall give the notice by publishing a class
12 ~~2~~ 1 notice under ch. 985 in the official state newspaper.

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

14 **SECTION 3i.** 181.1421 (3) (d) of the statutes is amended to read:

15 181.1421 **(3)** (d) If the notice is published as a class ~~2~~ 1 notice, under ch. 985,
16 the effective date set under ch. 985 for the notice.

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

18 ADD INSERT D HERE

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

20 181.1531 **(2g)** (b) If the notice under par. (a) is returned to the department as
21 undeliverable or if the corporation's principal office cannot be determined from the
22 records of the department, the department shall give the notice by publishing a class
~~2~~ 1 notice under ch. 985 in the official state newspaper.

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

1 ADD INSERT E HERE

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

3 183.09025 (2) (b) Within 60 days after the date on which the notice is received
4 or the date on which the ~~second insertion of the class 2 1~~ notice under par. (d) is
5 published, the limited liability company shall correct each ground for dissolution or
6 demonstrate to the reasonable satisfaction of the department that each ground
7 determined by the department does not exist.

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

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

9 183.09025 (2) (d) If a notice under par. (a) or (c) is returned to the department
10 as undeliverable, the department shall again mail the notice to the limited liability
11 company as provided under that paragraph. If the notice is again returned to the
12 department as undeliverable, the department shall give the notice by publishing a
13 class 2 1 notice under ch. 985 in the official state newspaper.

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

15 ADD INSERT F HERE

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 1 notice under ch. 985 in the official state newspaper.".

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

(END)



State of Wisconsin
2011 - 2012 LEGISLATURE



LRBa191/1
ARG:kjph

SENATE AMENDMENT,
TO 2011 SENATE BILL 391

INSERTS

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

Insert
A

1 publishing a notice under s. 180.1510 (4) (b) ~~4~~, 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.”.

6 **3.** Page 2, line 1: delete “SECTION 1” 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.

23 **SECTION 3f.** 181.0504 (3) (a) of the statutes is renumbered 181.0504 (3) and
 24 amended to read:

Insert
A
cont'd

Insert
B

24
Insert
C

Insert
C
cont'd

1 181.0504 (3) Except as provided in ~~par. (b)~~ s. 181.1421 (2) (b), if the address of
2 the corporation's principal office cannot be determined from the records held by the
3 department, the corporation may be served by publishing a class 3 notice, under ch.
4 985, in the community where the corporation's principal office or registered office,
5 as most recently designated in the records of the department, is located.

6 **SECTION 3g.** 181.0504 (3) (b) of the statutes is repealed.

7 ~~**SECTION 3h.** 181.1421 (2) (b) of the statutes is amended to read:~~

8 ~~181.1421 (2) (b) If the notice under par. (a) is returned to the department as~~
9 ~~undeliverable or if the corporation's principal office cannot be determined from the~~
10 ~~records of the department, the department shall give the notice by publishing a class~~
11 ~~2 notice under ch. 985 in the official state newspaper posting the notice on the~~
12 ~~department's Web site.~~

13 ~~**SECTION 3i.** 181.1421 (3) (d) of the statutes is amended to read:~~

14 ~~181.1421 (3) (d) If the notice is published as a class 2 notice, under ch. 985, the~~
15 ~~effective date set under ch. 985 for the notice posted on the department's Web site.~~
16 ~~the date of posting.~~

17 **SECTION 3j.** 181.1510 (4) (b) 1. of the statutes is renumbered 181.1510 (4) (b)
18 and amended to read:

19 181.1510 (4) (b) Except as provided in ~~subd. 2.~~ s. 181.1531 (2g) (b), if the address
20 of the foreign corporation's principal office cannot be determined from the records of
21 the department, the foreign corporation may be served by publishing a class 3 notice,
22 under ch. 985, in the community where the foreign corporation's principal office or
23 registered office, as most recently designated in the records of the department, is
24 located.

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

Insert
D

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

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

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

8 183.0105 **(8)** (c) If Except as provided in s. 183.09025 (2) (d), if the address of
9 the limited liability company's principal office cannot be determined from the records
10 of the department, the limited liability company may be served by publishing a class
11 3 notice, under ch. 985, in the community where the limited liability company's
12 registered office, as most recently designated in the records of the department, is
13 located.

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

15 183.09025 **(2)** (b) Within 60 days after the date on which the notice is received
16 or the date on which the ~~second insertion of the class 2~~ notice under par. (d) is
17 ~~published~~ posted, the limited liability company shall correct each ground for
18 dissolution or demonstrate to the reasonable satisfaction of the department that
19 each ground determined by the department does not exist.

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

21 183.09025 **(2)** (d) If a notice under par. (a) or (c) is returned to the department
22 as undeliverable, the department shall again mail the notice to the limited liability
23 company as provided under that paragraph. If the notice is again returned to the
24 department as undeliverable, the department shall give the notice by ~~publishing a~~

insert
E

1 ~~class 2 notice under ch. 985 in the official state newspaper posting the notice on the~~
2 ~~department's Web site.~~

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

5 183.1010 (4) (b) Except as provided in ~~subd. 2.~~ s. 183.1021 (2g) (b), if the address
6 of the foreign limited liability company's principal office cannot be determined from
7 the records of the department, the foreign limited liability company may be served
8 by publishing a class 3 notice, under ch. 985, in the community where the foreign
9 limited liability company's principal office or, if not in this state, its registered office,
10 as most recently designated in the records of the department, is located.

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

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

13 183.1021 (2g) (b) If the notice under par. (a) is returned to the department as
14 undeliverable or if the foreign limited liability company's principal office cannot be
15 determined from the records of the department, the department shall give the notice
16 by ~~publishing a class 2 notice under ch. 985 in the official state newspaper posting~~
17 ~~the notice on the department's Web site.~~

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

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

20 **7.** Page 2, line 16: delete "(b)" and substitute "(b), 180.1531 (2m) (b), 181.1421
21 (2) (b), 181.1531 (2g) (b), 183.09025 (2) (d), and 183.1021 (2g) (b)".

22 **8.** Page 3, line 2: delete "section" and substitute "sections".

Handwritten circled text: "WSP" and "F"

Barman, Mike

From: Gary, Aaron
Sent: Wednesday, February 08, 2012 12:47 PM
To: Barman, Mike
Cc: Burri, Lance
Subject: RE: LRB 11a2251 Topic: Changing to class 1 notice; adding similar provisions for nonstock corporations and LLCs

Mike,

This amendment was prepared for DFI, so we should still have the jacket. Can you please have the jacket sent to Sen. Grothman's office? Thanks. Aaron

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

From: Burri, Lance
Sent: Wednesday, February 08, 2012 12:44 PM
To: Gary, Aaron
Subject: FW: LRB 11a2251 Topic: Changing to class 1 notice; adding similar provisions for nonstock corporations and LLCs

Aaron, I need the stripes for this amendment.

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

From: Knight, Eric T - DFI [mailto:Eric.Knight@dfi.wisconsin.gov]
Sent: Monday, February 06, 2012 2:09 PM
To: Burri, Lance
Subject: FW: LRB 11a2251 Topic: Changing to class 1 notice; adding similar provisions for nonstock corporations and LLCs

Lance we will continue to look at this, but it looks good at the surface. Hopefully we will not need it.

From: LRB.Legal [mailto:LRB-LegalServices@legis.wisconsin.gov]
Sent: Monday, February 06, 2012 1:41 PM
To: Knight, Eric T - DFI
Subject: LRB 11a2251 Topic: Changing to class 1 notice; adding similar provisions for nonstock corporations and LLCs

The attached proposal has been jacketed for introduction.

A copy has also been sent to: aaron.gary@legis.wisconsin.gov;

2/8/2012