



State of Wisconsin
2017 - 2018 LEGISLATURE

LRB-0741/1
ARG:amn

2017 SENATE BILL 36

February 15, 2017 - Introduced by Senators WANGGAARD, NASS, CRAIG, L. TAYLOR, OLSEN and LASEE, cosponsored by Representatives JARCHOW, STEFFEN, NYGREN, THIESFELDT, FIELDS, ALLEN, SPIROS, R. BROOKS, SANFELIPPO, WEATHERSTON and DOYLE. Referred to Committee on Revenue, Financial Institutions and Rural Issues.

1 **AN ACT to renumber** 178.1003 and 183.1004; **to renumber and amend**
2 183.0120 (3), 183.0202 and 185.48 (3); **to amend** 178.0913 (3), 178.1004 (3),
3 178.1004 (4), 180.0121 (1) (b), 180.1622 (3), 180.1921 (1), 181.0121 (1) (b),
4 181.1622 (3), 183.0109 (1) (b), 185.05 (2) and 185.48 (5); and **to create** 178.0901
5 (3m), 178.1003 (2m), 178.1004 (5), 180.0202 (2) (d), 180.1002 (8g), 180.1503
6 (1m), 180.1504 (1) (d), 181.0202 (2) (d), 181.1002 (1) (h), 181.1503 (1m),
7 181.1504 (1) (d), 183.0202 (2m), 183.1004 (2m) and 183.1006 (1) (d) of the
8 statutes; **relating to:** the deadline for certain business entities to file annual
9 reports with the Department of Financial Institutions.

Analysis by the Legislative Reference Bureau

This bill allows a corporation, limited liability company, limited liability partnership, or incorporated cooperative to select the month in which it will file its annual report with the Department of Financial Institutions and file the annual report on any day within that month on which DFI receives such filings.

Current law requires a domestic corporation, LLC, LLP, or cooperative to deliver its annual report to DFI during the calendar year quarter in which the anniversary date of the business's formation occurs. For a foreign corporation, LLC,

SENATE BILL 36

or LLP, the annual report must be delivered to DFI during the first quarter of each calendar year, regardless of when it became authorized to do business in Wisconsin.

This bill allows these domestic business entities to identify in their articles of incorporation, articles of organization, or statements of qualification, as applicable, the month in which they will file their annual reports. A foreign business entity may identify, in its registration to do business in Wisconsin, the month in which it will file its annual report. For both domestic and foreign business entities, if the business entity does not identify such a month, the deadlines under current law for filing an annual report continue to apply.

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.** 178.0901 (3m) of the statutes is created to read:

2 178.0901 (3m) A statement of qualification may identify the month in which
3 the limited liability partnership will file its annual report.

4 **SECTION 2.** 178.0913 (3) of the statutes is amended to read:

5 178.0913 (3) (a) A domestic limited liability partnership shall deliver its
6 annual report to the department in each year following the calendar year in which
7 the domestic limited liability partnership's statement of qualification became
8 effective,. If the domestic limited liability partnership has identified a month for
9 filing its annual report as provided in s. 178.0901 (3m), the domestic limited liability
10 partnership shall deliver its annual report to the department during that month. If
11 the domestic limited liability partnership has not identified a month for filing under
12 s. 178.0901 (3m), the domestic limited liability partnership shall deliver its annual
13 report to the department during the calendar year quarter in which the anniversary
14 date of the statement of qualification's effective date occurs.

15 (b) A registered foreign limited liability partnership shall deliver its annual
16 report to the department ~~during the first calendar quarter of~~ in each year following

SENATE BILL 36

1 the calendar year in which the foreign limited liability partnership registered to do
2 business in this state. If the foreign limited liability partnership has identified a
3 month for filing its annual report as provided in s. 178.1003 (2m), the foreign limited
4 liability partnership shall deliver its annual report to the department during that
5 month. If the foreign limited liability partnership has not identified a month for
6 filing under s. 178.1003 (2m), the foreign limited liability partnership shall deliver
7 its annual report to the department during the first calendar quarter of the year.

8 **SECTION 3.** 178.1003 of the statutes is renumbered 178.1003 (1m).

9 **SECTION 4.** 178.1003 (2m) of the statutes is created to read:

10 178.1003 **(2m)** A foreign registration statement may identify the month in
11 which the foreign limited liability partnership will file its annual report.

12 **SECTION 5.** 178.1004 (3) of the statutes is amended to read:

13 178.1004 **(3)** An address required by s. 178.1003 (4) (1m) (d).

14 **SECTION 6.** 178.1004 (4) of the statutes is amended to read:

15 178.1004 **(4)** The information required by s. 178.1003 ~~(5)~~ (1m) (e), unless such
16 information has previously been changed pursuant to s. 178.0909 or 178.0913 (5).

17 **SECTION 7.** 178.1004 (5) of the statutes is created to read:

18 178.1004 **(5)** The month of filing its annual report, if the foreign registration
19 statement has previously identified a month in which the foreign limited liability
20 partnership will file its annual report as provided in s. 178.1003 (2m).

21 **SECTION 8.** 180.0121 (1) (b) of the statutes is amended to read:

22 180.0121 **(1)** (b) The forms prescribed by the department under par. (a) 1., 2.
23 and 3. shall require disclosure of only the information required under ss. 180.1503,
24 180.1520, 180.1622 and 180.1921, respectively, but the form prescribed under par.

SENATE BILL 36**SECTION 8**

1 (a) 1. shall also allow an opportunity to provide the information under s. 180.1503
2 (1m).

3 **SECTION 9.** 180.0202 (2) (d) of the statutes is created to read:

4 180.0202 **(2)** (d) The month in which the corporation will file its annual report.

5 **SECTION 10.** 180.1002 (8g) of the statutes is created to read:

6 180.1002 **(8g)** If the articles of incorporation identify a month in which the
7 corporation will file its annual report as provided in s. 180.0202 (2) (d), to change the
8 month of filing.

9 **SECTION 11.** 180.1503 (1m) of the statutes is created to read:

10 180.1503 **(1m)** A foreign corporation may, in its application for a certificate of
11 authority under sub. (1), identify the month in which the foreign corporation will file
12 its annual report.

13 **SECTION 12.** 180.1504 (1) (d) of the statutes is created to read:

14 180.1504 **(1)** (d) The month in which the foreign corporation will file its annual
15 report, if the foreign corporation has previously identified a month for filing under
16 s. 180.1503 (1m).

17 **SECTION 13.** 180.1622 (3) of the statutes is amended to read:

18 180.1622 **(3)** (a) A domestic corporation shall deliver its annual report to the
19 department in each year following the calendar year in which the domestic
20 corporation was incorporated, if the domestic corporation has identified a month for
21 filing its annual report as provided in s. 180.0202 (2) (d), the domestic corporation
22 shall deliver its annual report to the department during that month. If the domestic
23 corporation has not identified a month for filing under s. 180.0202 (2) (d), the
24 domestic corporation shall deliver its annual report to the department during the
25 calendar year quarter in which the anniversary date of the incorporation occurs.

SENATE BILL 36

1 (b) A foreign corporation authorized to transact business in this state shall
2 deliver its annual report to the department ~~during the first calendar quarter of in~~
3 each year following the calendar year in which the foreign corporation becomes
4 authorized to transact business in this state. If the foreign corporation has identified
5 a month for filing its annual report as provided in s. 180.1503 (1m), the foreign
6 corporation shall deliver its annual report to the department during that month. If
7 the foreign corporation has not identified a month for filing under s. 180.1503 (1m),
8 the foreign corporation shall deliver its annual report to the department during the
9 first calendar quarter of the year.

10 **SECTION 14.** 180.1921 (1) of the statutes is amended to read:

11 180.1921 (1) A service corporation shall deliver to the department for filing a
12 report in each year following the year in which the service corporation's articles of
13 incorporation were filed by the department, If the service corporation has identified
14 a month for filing its annual report as provided in s. 180.0202 (2) (d), the service
15 corporation shall deliver its annual report to the department during that month. If
16 the service corporation has not identified a month for filing under s. 180.0202 (2) (d),
17 the service corporation shall deliver its annual report to the department during the
18 calendar year quarter in which the anniversary of the filing date of the incorporation
19 occurs.

20 **SECTION 15.** 181.0121 (1) (b) of the statutes is amended to read:

21 181.0121 (1) (b) The forms prescribed by the department under par. (a) 1. and
22 2. shall require disclosure of only the information required under ss. 181.1503,
23 181.1520, and 181.1622, respectively, but the form prescribed under par. (a) 1. shall
24 also allow an opportunity to provide the information under s. 181.1503 (1m).

25 **SECTION 16.** 181.0202 (2) (d) of the statutes is created to read:

SENATE BILL 36**SECTION 16**

1 181.0202 (2) (d) The month in which the corporation will file its annual report.

2 **SECTION 17.** 181.1002 (1) (h) of the statutes is created to read:

3 181.1002 (1) (h) If the articles of incorporation identify a month in which the
4 corporation will file its annual report as provided in s. 181.0202 (2) (d), to change the
5 month of filing.

6 **SECTION 18.** 181.1503 (1m) of the statutes is created to read:

7 181.1503 (1m) A foreign corporation may, in its application for a certificate of
8 authority under sub. (1), identify the month in which the foreign corporation will file
9 its annual report.

10 **SECTION 19.** 181.1504 (1) (d) of the statutes is created to read:

11 181.1504 (1) (d) The month in which the foreign corporation will file its annual
12 report, if the foreign corporation has previously identified a month for filing under
13 s. 181.1503 (1m).

14 **SECTION 20.** 181.1622 (3) of the statutes is amended to read:

15 181.1622 (3) FILING DEADLINE. (a) A domestic corporation shall deliver its
16 annual report to the department in each year following the calendar year in which
17 the domestic corporation was incorporated or domesticated under s. 181.1533, If the
18 domestic corporation has identified a month for filing its annual report as provided
19 in s. 181.0202 (2) (d), the domestic corporation shall deliver its annual report to the
20 department during that month. If the domestic corporation has not identified a
21 month for filing under s. 181.0202 (2) (d), the domestic corporation shall deliver its
22 annual report to the department during the calendar year quarter in which the
23 anniversary date of incorporation occurs.

24 (b) A foreign corporation authorized to transact business in this state shall
25 deliver its annual report to the department ~~during the first calendar quarter of~~ in

SENATE BILL 36

1 each year following the calendar year in which the foreign corporation becomes
2 authorized to transact business in this state. If the foreign corporation has identified
3 a month for filing its annual report as provided in s. 181.1503 (1m), the foreign
4 corporation shall deliver its annual report to the department during that month. If
5 the foreign corporation has not identified a month for filing under s. 181.1503 (1m),
6 the foreign corporation shall deliver its annual report to the department during the
7 first calendar quarter of the year.

8 **SECTION 21.** 183.0109 (1) (b) of the statutes is amended to read:

9 183.0109 (1) (b) The forms prescribed by the department under par. (a) 1. to 4.
10 shall require disclosure of only the information required under ss. 183.1004,
11 183.1006, 183.1011, and 183.0120, respectively, but the forms prescribed under par.
12 (a) 1. and 2. shall also allow an opportunity to provide the information under s.
13 183.1004 (2m).

14 **SECTION 22.** 183.0120 (3) of the statutes is renumbered 183.0120 (3) (a) and
15 amended to read:

16 183.0120 (3) (a) A domestic limited liability company shall deliver its annual
17 report to the department during in each year following the calendar quarter during
18 which each anniversary of the effective date of year in which the limited liability
19 company's articles of organization became effective under s. 183.0111 occurs. If the
20 domestic limited liability company has identified a month for filing its annual report
21 as provided in s. 183.0202 (2m), the domestic limited liability company shall deliver
22 its annual report to the department during that month. If the domestic limited
23 liability company has not identified a month for filing under s. 183.0202 (2m), the
24 domestic limited liability company shall deliver its annual report to the department

SENATE BILL 36**SECTION 22**

1 during the calendar year quarter during which each anniversary of the effective date
2 of the limited liability company's articles of organization under s. 183.0111 occurs.

3 (b) A foreign limited liability company registered to transact business in this
4 state shall deliver its annual report to the department ~~during the first calendar~~
5 ~~quarter of~~ in each year following the calendar year in which the foreign limited
6 liability company becomes registered to transact business in this state. If the foreign
7 limited liability company has identified a month for filing its annual report as
8 provided in s. 183.1004 (2m), the foreign limited liability company shall deliver its
9 annual report to the department during that month. If the foreign limited liability
10 company has not identified a month for filing under s. 183.1004 (2m), the foreign
11 limited liability company shall deliver its annual report to the department during
12 the first calendar quarter of the year.

13 **SECTION 23.** 183.0202 of the statutes is renumbered 183.0202 (1m), and
14 183.0202 (1m) (intro.), as renumbered, is amended to read:

15 183.0202 (1m) (intro.) The Except as provided in sub. (2m), the articles of
16 organization shall contain all of and only the following information:

17 **SECTION 24.** 183.0202 (2m) of the statutes is created to read:

18 183.0202 (2m) The articles of organization may identify the month in which
19 the limited liability company will file its annual report.

20 **SECTION 25.** 183.1004 of the statutes is renumbered 183.1004 (1m).

21 **SECTION 26.** 183.1004 (2m) of the statutes is created to read:

22 183.1004 (2m) A foreign limited liability company may, in its application for
23 a certificate of registration under sub. (1m), identify the month in which the foreign
24 limited liability company will file its annual report.

25 **SECTION 27.** 183.1006 (1) (d) of the statutes is created to read:

SENATE BILL 36

1 183.1006 (1) (d) The month in which the foreign limited liability company will
2 file its annual report, if the foreign limited liability company has previously
3 identified a month for filing under s. 183.1004 (2m).

4 **SECTION 28.** 185.05 (2) of the statutes is amended to read:

5 185.05 (2) It is not necessary to set forth in the articles any of the powers
6 granted by this chapter. The articles may include additional provisions, consistent
7 with law, including provisions which are required or permitted to be set forth in the
8 bylaws. Any provision required or permitted in the bylaws has equal force and effect
9 if stated in the articles. Whenever a provision of the articles is inconsistent with a
10 bylaw, the articles control. The articles may also identify the month in which the
11 cooperative will file its annual report.

12 **SECTION 29.** 185.48 (3) of the statutes is renumbered 185.48 (3) (a) and
13 amended to read:

14 185.48 (3) (a) The annual report shall be delivered to the department in each
15 year following the calendar year in which the cooperative's articles are filed by the
16 department, If the cooperative has identified a month for filing its annual report as
17 provided in s. 185.05 (2), the cooperative shall deliver its annual report to the
18 department during that month. If the cooperative has not identified a month for
19 filing its annual report under s. 185.05 (2), the cooperative shall deliver its annual
20 report to the department during the calendar year quarter in which the anniversary
21 of the filing of the cooperative's articles occurs.

22 (b) If the annual report does not conform to requirements, it shall be returned
23 to the cooperative for necessary corrections. The penalties for failure to file such the
24 annual report shall not apply if it is corrected and returned within 30 days after
25 receipt thereof.

