



**ASSEMBLY SUBSTITUTE AMENDMENT 1,  
TO 1995 ASSEMBLY BILL 498**

September 20, 1995 - Offered by Representative GREEN.

1     **AN ACT to renumber and amend** 70.21, 178.12, 178.35 (1) and 178.35 (2); **to**  
2     **amend** 14.38 (14) (intro.), 178.03 (1), 178.15 (1), 178.31 (4), 178.35 (4), 178.40  
3     (1) (intro.), 178.40 (2) (intro.), 178.40 (3) (intro.), 178.41 (1) (a), 178.41 (1) (b),  
4     178.42 (3) (intro.), 178.44 (3), 178.45 (1) (b), 178.45 (4) (f), 178.46 (1) (intro.),  
5     178.46 (1) (e), 178.46 (1) (f), 178.46 (2), 178.46 (4), 178.47 (1) (a) (intro.), 178.47  
6     (1) (b), 178.47 (2), 178.48 (1) (intro.), 178.48 (2), 178.48 (3), 178.49 (1) (a) (intro.),  
7     178.49 (1) (b), 178.50 (1), 178.50 (2) (intro.), 178.51 (title), (1), (2), (3) and (4)  
8     (intro.), 178.52, 180.0401 (2) (b), 180.0401 (3) (a), 180.1506 (2) (b), 180.1506 (3)  
9     (a), 181.06 (3) (intro.), 182.01 (3) (intro.), 183.0102 (18), 183.0103 (2) (a),  
10    183.0103 (2) (b), 183.0103 (3) and 183.0103 (4) (a); **to repeal and recreate**  
11    180.0401 (3) (a), 180.1506 (3) (a), 181.06 (3) (intro.) and 183.0103 (4) (a); and **to**  
12    **create** 70.21 (2), 178.01 (2) (de), 178.01 (2) (dm), 178.01 (2) (g), 178.12 (2), (3)  
13    and (4), 178.29 (3), 178.40, 178.41, 178.42, 178.43, 178.44, 178.45, 178.46,  
14    178.47, 178.48, 178.49, 178.50, 178.51, 178.52, 178.53, 180.0401 (2) (a) 9.,  
15    180.1506 (2) (a) 9. and 183.1002 (3) (d) of the statutes; **relating to:** limited  
16    liability partnerships.

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

1           **SECTION 1.** 14.38 (14) (intro.) of the statutes is amended to read:

2           14.38 (14) NAME OF DRAFTER ON DOCUMENTS. (intro.) No articles of  
3 incorporation, articles of organization, articles of amendment, articles of merger,  
4 consolidation or share exchange, articles of dissolution, restated articles of  
5 incorporation, certificate of abandonment, or statement or articles of revocation of  
6 voluntary dissolution, provided for pursuant to ch. 180, 181, 183, 185 or 187; no  
7 registration statement, amendment of a registration statement, or written notice of  
8 withdrawal under s. 178.40; and no certificate of limited partnership, certificate of  
9 amendment, restated certificate of limited partnership or certificate of cancellation,  
10 provided for pursuant to ch. 179, shall be filed by the secretary of state unless the  
11 name of the individual who, or the governmental agency which, drafted such  
12 document is printed, typewritten, stamped or written thereon in a legible manner.  
13 A document complies with this subsection if it contains a statement in the following  
14 form: "This document was drafted by... (Name)". This subsection shall not apply to  
15 a document executed prior to December 1, 1967, or to:

16           **SECTION 2.** 70.21 of the statutes is renumbered 70.21 (1) and amended to read:

17           70.21 (1) ~~The~~ Except as provided in sub. (2), the personal property of a  
18 partnership may be assessed in the names of the persons composing such  
19 partnership, so far as known or in the firm name or title under which the partnership  
20 business is conducted, and each partner shall be liable for the taxes levied thereon.  
21 Undistributed personal property belonging to the estate of a person deceased shall  
22 be assessed to the executor or administrator if one shall have been appointed and  
23 qualified, on the first day of January in the year in which the assessment is made,

1 otherwise it may be assessed to the estate of such deceased person, and the tax  
2 thereon shall be paid by the executor or administrator if one be thereafter appointed,  
3 otherwise by the person or persons in possession of such property at the time of the  
4 assessment.

5 **SECTION 3.** 70.21 (2) of the statutes is created to read:

6 70.21 (2) The personal property of a limited liability partnership shall be  
7 assessed in the name of the partnership, and each partner shall be liable for the taxes  
8 levied thereon only to the extent permitted under s. 178.12.

9 **SECTION 4.** 178.01 (2) (de) of the statutes is created to read:

10 178.01 (2) (de) “Department” means the department of financial institutions.

11 **SECTION 5.** 178.01 (2) (dm) of the statutes is created to read:

12 178.01 (2) (dm) “Foreign registered limited liability partnership” means a  
13 limited liability partnership formed pursuant to an agreement governed by the laws  
14 of another state or country and registered under the laws of that jurisdiction.

15 **SECTION 6.** 178.01 (2) (g) of the statutes is created to read:

16 178.01 (2) (g) “Registered limited liability partnership” means a partnership  
17 formed pursuant to an agreement governed by the laws of this state and registered  
18 under s. 178.40.

19 **SECTION 7.** 178.03 (1) of the statutes is amended to read:

20 178.03 (1) A partnership is an association of 2 or more persons to carry on as  
21 coowners a business for profit. A partnership includes a registered limited liability  
22 partnership and a foreign registered limited liability partnership.

23 **SECTION 8.** 178.12 of the statutes is renumbered 178.12 (1) (intro.) and  
24 amended to read:

25 178.12 (1) (intro.) ~~All~~ Except as provided in sub. (2), all partners are liable:

1 (a) Jointly and severally for everything chargeable to the partnership under ss.  
2 178.10 and 178.11;

3 (b) ~~jointly~~ Jointly for all other debts and obligations of the partnership; but any  
4 partner may enter into a separate obligation to perform a partnership contract.

5 **SECTION 9.** 178.12 (2), (3) and (4) of the statutes are created to read:

6 178.12 **(2)** Except as provided in sub. (3), a partner in a registered limited  
7 liability partnership is not personally liable directly or indirectly, or by way of  
8 indemnification, contribution, assessment or otherwise, for any debt, obligation or  
9 liability of the partnership, whether in tort, contract or otherwise, and including any  
10 debt, obligation or liability arising from omissions, negligence, wrongful acts,  
11 misconduct or malpractice, arising while the partnership is a registered limited  
12 liability partnership.

13 **(3)** Subsection (2) does not affect the liability of a partner in a registered limited  
14 liability partnership for any of the following:

15 (a) The partner's own omissions, negligence, wrongful acts, misconduct or  
16 malpractice.

17 (b) The omissions, negligence, wrongful acts, misconduct or malpractice of any  
18 person acting under the partner's actual supervision and control in the specific  
19 activity in which the omissions, negligence, wrongful acts, misconduct or  
20 malpractice occurred.

21 (c) Any other debts, obligations and liabilities resulting from the partner's acts  
22 or conduct other than as a partner.

23 (d) Any liability that the partner may have under s. 13.69 (1).

24 **(4)** A partner in a registered limited liability partnership is not a proper  
25 defendant in a proceeding to recover damages or to enforce obligations of the type

1 described in sub. (2) unless the partner is alleged in good faith to be personally liable  
2 under sub. (3).

3 **SECTION 10.** 178.15 (1) of the statutes is amended to read:

4 178.15 (1) Each partner shall be repaid that partner's contributions, whether  
5 by way of capital or advances to the partnership property and share equally in the  
6 profits and surplus remaining after all liabilities, including those to partners, are  
7 satisfied; and, except as provided in s. 178.12 (2), each partner must contribute  
8 towards the losses, whether of capital or otherwise, sustained by the partnership  
9 according to that partner's share in the profits.

10 **SECTION 11.** 178.29 (3) of the statutes is created to read:

11 178.29 (3) The liability is for a debt, obligation or liability for which the partner  
12 is not liable as provided in s. 178.12 (2).

13 **SECTION 12.** 178.31 (4) of the statutes is amended to read:

14 178.31 (4) The individual property of a deceased partner shall be liable for all  
15 those obligations of the partnership incurred while the deceased partner was a  
16 partner and for which the deceased partner was liable under s. 178.12 but subject  
17 to the prior payment of the deceased partner's separate debts.

18 **SECTION 13.** 178.35 (1) of the statutes is renumbered 178.35 (1) (intro.) and  
19 amended to read:

20 178.35 (1) (intro.) The assets of the partnership are all of the following:

21 (a) ~~the partnership~~ Partnership property,

22 (b) ~~the contributions~~ Contributions of the partners necessary for the payment  
23 of all the liabilities specified in sub. (2) (4).

24 **SECTION 14.** 178.35 (2) of the statutes is renumbered 178.35 (2) (intro.) and  
25 amended to read:

1           178.35 (2) (intro.) The liabilities of the partnership shall rank in order of  
2 payment, as follows:

3           (a) ~~these~~ Those owing to creditors other than partners;

4           (b) ~~these~~ Those owing to partners other than for capital and profits;

5           (c) ~~these~~ Those owing to partners in respect of capital;

6           (d) ~~these~~ Those owing to partners in respect of profits.

7           **SECTION 15.** 178.35 (4) of the statutes is amended to read:

8           178.35 (4) ~~The~~ Except as provided in s. 178.12 (2), the partners shall contribute,  
9 as provided by s. 178.15 (1), the amount necessary to satisfy ~~the~~ liabilities, ~~but~~ and  
10 if any, but not all, of the partners are insolvent, or, not being subject to process, refuse  
11 to contribute, the other partners shall contribute their share of the liabilities, and,  
12 in the relative proportions in which they share the profits, the additional amount  
13 necessary to pay the liabilities.

14           **SECTION 16.** 178.40 of the statutes is created to read:

15           **178.40 Registration of limited liability partnerships.** (1) To become a  
16 registered limited liability partnership or a foreign registered limited liability  
17 partnership, a partnership shall file with the secretary of state the fee specified in  
18 s. 178.48 and a registration statement that includes all of the following:

19           (a) A name for the partnership that complies with s. 178.42.

20           (b) If a foreign registered limited liability partnership, the name of the state  
21 or country under whose law it is formed.

22           (c) The mailing address of its principal office.

23           (d) The street address of the registered office and the name and address of the  
24 registered agent at that office for service of process.

1 (e) A statement that the partnership registers as a registered limited liability  
2 partnership or a foreign registered limited liability partnership.

3 (f) Any other information that the partnership determines to include.

4 **(2)** A registered limited liability partnership or a foreign registered limited  
5 liability partnership may amend its registration statement at any time by filing with  
6 the secretary of state a statement that includes all of the following:

7 (a) The name of the partnership.

8 (b) If a foreign registered limited liability partnership, the name of the state  
9 or country under whose law it is formed.

10 (c) The date of the filing of the original registration statement.

11 (d) The amendment to the registration statement.

12 **(3)** A registered limited liability partnership or a foreign registered limited  
13 liability partnership may terminate its registration by filing with the secretary of  
14 state the fee specified in s. 178.48 and a written notice of withdrawal that includes  
15 all of the following:

16 (a) The name of the partnership.

17 (b) If a foreign registered limited liability partnership, the name of the state  
18 or country under whose law it is formed.

19 (c) A statement that the partnership withdraws its registration.

20 **SECTION 17.** 178.40 (1) (intro.) of the statutes, as created by 1995 Wisconsin Act  
21 .... (this act), is amended to read:

22 178.40 **(1)** (intro.) To become a registered limited liability partnership or a  
23 foreign registered limited liability partnership, a partnership shall file with the  
24 ~~secretary of state~~ department the fee specified in s. 178.48 and a registration  
25 statement that includes all of the following:

1           **SECTION 18.** 178.40 (2) (intro.) of the statutes, as created by 1995 Wisconsin Act  
2 .... (this act), is amended to read:

3           178.40 (2) (intro.) A registered limited liability partnership or a foreign  
4 registered limited liability partnership may amend its registration statement at any  
5 time by filing with the ~~secretary of state~~ department a statement that includes all  
6 of the following:

7           **SECTION 19.** 178.40 (3) (intro.) of the statutes, as created by 1995 Wisconsin Act  
8 .... (this act), is amended to read:

9           178.40 (3) (intro.) A registered limited liability partnership or a foreign  
10 registered limited liability partnership may terminate its registration by filing with  
11 the ~~secretary of state~~ department the fee specified in s. 178.48 and a written notice  
12 of withdrawal that includes all of the following:

13           **SECTION 20.** 178.41 of the statutes is created to read:

14           **178.41 Effect of registration.** (1) A registration of a limited liability  
15 partnership is effective when the registration statement takes effect under s. 178.49.

16           (a) The secretary of state's filing of a registration statement is conclusive proof  
17 that the partnership is registered as a registered limited liability partnership or a  
18 foreign registered limited liability partnership under this chapter, except in a  
19 proceeding by the state to revoke the registration, and is notice of all other facts set  
20 forth in the registration statement.

21           (b) The secretary of state's filing of a registration statement of a foreign  
22 registered limited liability partnership under s. 178.40 constitutes its certificate of  
23 authority to transact business in this state and is notice of all other facts set forth  
24 in the registration statement.



1           **(2)** (a) A partnership that registers as a registered limited liability partnership  
2 is for all purposes the same partnership that existed before the registration and  
3 continues to be a partnership under the laws of this state.

4           (b) If a registered limited liability partnership or a foreign registered limited  
5 liability partnership dissolves for any reason and its business continues without  
6 winding up the partnership affairs and without liquidating or terminating the  
7 partnership, and so long as the partnership continues to comply with s. 178.42, the  
8 registration of the registered limited liability partnership or the foreign registered  
9 limited liability partnership shall continue to be applicable to the partnership  
10 continuing the business, and the partnership shall not be required to file a new  
11 registration statement. The partnership continuing the business shall be considered  
12 to have filed any documents required or permitted under this chapter which were  
13 filed by the dissolved registered limited liability partnership or foreign registered  
14 limited liability partnership.

15           **(3)** If a registered limited liability partnership or a foreign registered limited  
16 liability partnership dissolves for any reason and winds up its affairs, liquidates or  
17 terminates, the registration statement remains in effect as to the partnership and  
18 partners during the period of winding up and remains in effect as to the partners  
19 after liquidation or termination with respect to liabilities of the partnership  
20 incurred, assumed or arising before the effective date of liquidation or termination.

21           **(4)** A partnership continues as a registered limited liability partnership or  
22 foreign registered limited liability partnership if there is substantial compliance  
23 with the requirements of this chapter. The status of a partnership as a registered  
24 limited liability partnership or foreign registered limited liability partnership and  
25 the liability of a partner of that registered limited liability partnership or foreign

1 registered limited liability partnership shall not be adversely affected by errors or  
2 subsequent changes in the information stated in any filing under this chapter.

3 **SECTION 21.** 178.41 (1) (a) of the statutes, as created by 1995 Wisconsin Act ....  
4 (this act), is amended to read:

5 178.41 (1) (a) The ~~secretary of state's~~ department's filing of a registration  
6 statement is conclusive proof that the partnership is registered as a registered  
7 limited liability partnership or a foreign registered limited liability partnership  
8 under this chapter, except in a proceeding by the state to revoke the registration, and  
9 is notice of all other facts set forth in the registration statement.

10 **SECTION 22.** 178.41 (1) (b) of the statutes, as created by 1995 Wisconsin Act ....  
11 (this act), is amended to read:

12 178.41 (1) (b) The ~~secretary of state's~~ department's filing of a registration  
13 statement of a foreign registered limited liability partnership under s. 178.40  
14 constitutes its certificate of authority to transact business in this state and is notice  
15 of all other facts set forth in the registration statement.

16 **SECTION 23.** 178.42 of the statutes is created to read:

17 **178.42 Name of registered limited liability partnership.** (1) The name  
18 of a registered limited liability partnership shall contain the words "Registered  
19 Limited Liability Partnership" or "Limited Liability Partnership" or the  
20 abbreviation "L.L.P." or "LLP" as the last words or letters of its name.

21 (2) The name of a foreign registered limited liability partnership transacting  
22 business in this state shall contain the words "Registered Limited Liability  
23 Partnership" or "Limited Liability Partnership" or the abbreviation "L.L.P." or  
24 "LLP", or other words or abbreviations as may be required or authorized by the laws  
25 of the jurisdiction in which the partnership is formed.

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

4           (a) The name of any other domestic or foreign corporation, cooperative,  
5 registered limited liability partnership, limited partnership, or limited liability  
6 company existing, registered or licensed to transact business under the laws of this  
7 state.

8           (b) Any name reserved or registered under ch. 179, 180, 181, 183 or 185.

9           **(4)** The name of a registered limited liability partnership is not distinguishable  
10 from a name referred to under sub. (3) (a) and (b) if the only difference between it and  
11 the other name is the inclusion or absence of a word or words referred to in sub. (1)  
12 or (2) or the words “corporation”, “incorporated”, “limited”, “company”, “cooperative”,  
13 “limited partnership”, “limited liability company” or abbreviations of these words.

14           **(5)** If the name of a domestic or foreign limited liability partnership is not  
15 distinguishable from a name referred to under sub. (3) (a) and (b), the domestic or  
16 foreign limited liability partnership may register under a fictitious name that is  
17 distinguishable from a name referred to under sub. (3) (a) and (b).

18           **SECTION 24.** 178.42 (3) (intro.) of the statutes, as created by 1995 Wisconsin Act  
19 .... (this act), is amended to read:

20           178.42 **(3)** (intro.) Except as provided in sub. (4), the name of a registered  
21 limited liability partnership shall be distinguishable upon the records of the  
22 ~~secretary of state~~ department from all of the following names:

23           **SECTION 25.** 178.43 of the statutes is created to read:

24           **178.43 Registered office and registered agent.** A registered limited  
25 liability partnership and foreign registered limited liability partnership shall

1 continuously maintain in this state a registered office and registered agent. The  
2 registered office may be the same as any of the partnership's places of business. The  
3 registered agent shall be any of the following:

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

6 (2) A domestic corporation, nonstock corporation, limited liability company,  
7 limited partnership or registered limited liability partnership.

8 (3) A foreign corporation, foreign limited liability company, foreign limited  
9 partnership or foreign registered limited liability partnership if that entity is  
10 authorized to transact business in this state and the entity's business office is  
11 identical with the registered office.

12 **SECTION 26.** 178.44 of the statutes is created to read:

13 **178.44 Service on registered limited liability partnership.** (1) A  
14 registered limited liability partnership's or foreign registered limited liability  
15 partnership's registered agent is the partnership's agent for service of process, notice  
16 or demand required or permitted by law to be served on the partnership.

17 (2) Except as provided in sub. (3), if a registered limited liability partnership  
18 or a foreign registered limited liability partnership has no registered agent or the  
19 agent cannot with reasonable diligence be served, the partnership may be served by  
20 registered or certified mail, return receipt requested, addressed to the partnership  
21 at its principal office. Service is perfected under this subsection at the earliest of the  
22 following:

23 (a) The date on which the partnership receives the mail.

24 (b) The date shown on the return receipt, if signed on behalf of the partnership.

1 (c) Five days after its deposit in the U.S. mail, if mailed postpaid and correctly  
2 addressed.

3 (3) If the address of the registered limited liability partnership's or foreign  
4 registered limited liability partnership's principal office cannot be determined from  
5 the records of the secretary of state, the partnership may be served by publishing a  
6 class 3 notice, under ch. 985, in the community in which the partnership's principal  
7 office or registered office, as most recently designated in the records of the secretary  
8 of state, is located.

9 (4) This section does not limit or affect the right to serve any process, notice or  
10 demand required or permitted by law to be served on a registered limited liability  
11 partnership or a foreign registered limited liability partnership in any other manner  
12 permitted by law.

13 **SECTION 27.** 178.44 (3) of the statutes, as created by 1995 Wisconsin Act .... (this  
14 act), is amended to read:

15 178.44 (3) If the address of the registered limited liability partnership's or  
16 foreign registered limited liability partnership's principal office cannot be  
17 determined from the records of the ~~secretary of state~~ department, the partnership  
18 may be served by publishing a class 3 notice, under ch. 985, in the community in  
19 which the partnership's principal office or registered office, as most recently  
20 designated in the records of the ~~secretary of state~~ department, is located.

21 **SECTION 28.** 178.45 of the statutes is created to read:

22 **178.45 Foreign registered limited liability partnerships.** (1) Before  
23 transacting business in this state, a foreign registered limited liability partnership  
24 shall do all of the following:

1           (a) Comply with any statutory or administrative registration or filing  
2 requirements governing the specific type of business in which the partnership is  
3 engaged.

4           (b) Obtain a certificate of authority from the secretary of state by filing a  
5 registration statement under s. 178.40.

6           **(2)** A foreign registered limited liability partnership holding a valid certificate  
7 of authority under this section is subject to ss. 178.40 to 178.53.

8           **(3)** The internal affairs of a foreign registered limited liability partnership,  
9 including the liability of partners for debts, obligations and liabilities of or  
10 chargeable to the partnership, shall be subject to and governed by the laws of the  
11 jurisdiction in which the foreign limited liability partnership is formed.

12           **(4)** The following shall apply to a foreign registered limited liability  
13 partnership transacting business in this state without filing a registration  
14 statement and obtaining a certificate of authority under s. 178.40:

15           (a) A foreign registered limited liability partnership transacting business in  
16 this state without a certificate of authority may not maintain a proceeding in a court  
17 of this state until it obtains a certificate of authority.

18           (b) Neither the successor to a foreign registered limited liability partnership  
19 that transacted business in this state without a certificate of authority nor the  
20 assignee of a cause of action arising out of that business may maintain a proceeding  
21 based on that cause of action in a court of this state until the foreign registered  
22 limited liability partnership or its successor obtains a certificate of authority.

23           (c) A court may stay a proceeding commenced by a foreign registered limited  
24 liability partnership, or its successor or assignee, until the court determines if the  
25 foreign limited liability partnership or its successor requires a certificate of

1 authority. If the court determines that a certificate is required, the court may further  
2 stay the proceeding until the foreign registered limited liability partnership or its  
3 successor obtains the certificate of authority.

4 (d) The failure of a foreign registered limited liability partnership to obtain a  
5 certificate of authority does not do any of the following:

6 1. Impair the validity of any contract or act of the foreign registered limited  
7 liability partnership or its title to property in this state.

8 2. Affect the right of any other party to a contract to maintain any action on the  
9 contract.

10 3. Prevent the foreign registered limited liability partnership from defending  
11 any civil, criminal, administrative or investigatory proceeding in any court of this  
12 state.

13 (e) A foreign registered limited liability partnership that transacts business in  
14 this state without a certificate of authority is liable to this state, for each year or any  
15 part of a year during which it transacted business in this state without a certificate  
16 of authority, for an amount equal to the sum of the following:

17 1. All fees that would have been imposed under this chapter upon the foreign  
18 registered limited liability partnership had it applied for and received a certificate  
19 of authority.

20 2. Fifty percent of the amount under subd. 1. or \$5,000, whichever is less.

21 (f) The foreign registered limited liability partnership shall pay the amount  
22 owed under par. (e) to the secretary of state. The secretary of state may not issue a  
23 certificate of authority to the foreign registered limited liability partnership until the  
24 amount owed is paid. The attorney general may enforce a foreign registered limited  
25 liability partnership's obligation to pay any amount owed under par. (e).

1 (g) A partner of a foreign registered limited liability partnership is not liable  
2 for the debts and obligations of the foreign registered limited liability partnership  
3 solely because the foreign registered limited liability partnership transacted  
4 business in this state without a certificate of authority.

5 **SECTION 29.** 178.45 (1) (b) of the statutes, as created by 1995 Wisconsin Act ....  
6 (this act), is amended to read:

7 178.45 (1) (b) Obtain a certificate of authority from the ~~secretary of state~~  
8 department by filing a registration statement under s. 178.40.

9 **SECTION 30.** 178.45 (4) (f) of the statutes, as created by 1995 Wisconsin Act ....  
10 (this act), is amended to read:

11 178.45 (4) (f) The foreign registered limited liability partnership shall pay the  
12 amount owed under par. (e) to the ~~secretary of state~~ department. The ~~secretary of~~  
13 ~~state~~ department may not issue a certificate of authority to the foreign registered  
14 limited liability partnership until the amount owed is paid. The attorney general  
15 may enforce a foreign registered limited liability partnership's obligation to pay any  
16 amount owed under par. (e).

17 **SECTION 31.** 178.46 of the statutes is created to read:

18 **178.46 Filing requirements.** (1) Except as provided in sub. (4), a document  
19 required or permitted to be filed under s. 178.40 or 178.50 in the office of the secretary  
20 of state shall satisfy all of the following requirements:

21 (a) Contain the information required by this chapter, although it may also  
22 contain other information.

23 (b) Be in the English language, except that a partnership name need not be in  
24 English if it is written in English letters or Arabic or Roman numerals.

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



1 (d) Be executed in accordance with sub. (3).

2 (e) Be on the form prescribed by the secretary of state if the document is  
3 described in s. 178.47.

4 (f) Be delivered to the office of the secretary of state for filing and be  
5 accompanied by one exact or conformed copy and the filing fee required by s. 178.48.

6 **(2)** The secretary of state shall file photocopies or other reproduced copies of  
7 typewritten or printed documents if the copies satisfy sub. (1) and are originally  
8 executed to satisfy sub. (3).

9 **(3)** (a) The documents described in s. 178.40 or 178.50 shall be executed by one  
10 or more partners authorized by the partnership or as otherwise provided in the  
11 partnership agreement.

12 (b) The person executing a document shall sign it and, beneath or opposite the  
13 signature, type or legibly print his or her name.

14 **(4)** The secretary of state may waive any of the requirements of subs. (1) to (3)  
15 if it appears from the face of the document that the document's failure to satisfy the  
16 requirement is immaterial.

17 **SECTION 32.** 178.46 (1) (intro.) of the statutes, as created by 1995 Wisconsin Act  
18 .... (this act), is amended to read:

19 178.46 **(1)** (intro.) Except as provided in sub. (4), a document required or  
20 permitted to be filed under s. 178.40 or 178.50 in the office of the secretary of state  
21 department shall satisfy all of the following requirements:

22 **SECTION 33.** 178.46 (1) (e) of the statutes, as created by 1995 Wisconsin Act ....  
23 (this act), is amended to read:

24 178.46 **(1)** (e) Be on the form prescribed by the secretary of state department  
25 if the document is described in s. 178.47.

1           **SECTION 34.** 178.46 (1) (f) of the statutes, as created by 1995 Wisconsin Act ...  
2 (this act), is amended to read:

3           178.46 (1) (f) Be delivered to the ~~office of the secretary of state~~ department for  
4 filing and be accompanied by one exact or conformed copy and the filing fee required  
5 by s. 178.48.

6           **SECTION 35.** 178.46 (2) of the statutes, as created by 1995 Wisconsin Act ... (this  
7 act), is amended to read:

8           178.46 (2) The ~~secretary of state~~ department shall file photocopies or other  
9 reproduced copies of typewritten or printed documents if the copies satisfy sub. (1)  
10 and are originally executed to satisfy sub. (3).

11           **SECTION 36.** 178.46 (4) of the statutes, as created by 1995 Wisconsin Act ... (this  
12 act), is amended to read:

13           178.46 (4) The ~~secretary of state~~ department may waive any of the  
14 requirements of subs. (1) to (3) if it appears from the face of the document that the  
15 document's failure to satisfy the requirement is immaterial.

16           **SECTION 37.** 178.47 of the statutes is created to read:

17           **178.47 Forms.** (1) (a) The secretary of state shall prescribe and furnish on  
18 request forms for all of the following documents:

19           1. A registration statement under s. 178.40 (1).

20           2. An amended registration statement under s. 178.40 (2).

21           3. A notice of withdrawal under s. 178.40 (3).

22           (b) The forms prescribed by the secretary of state under par. (a) 1., 2. and 3.  
23 shall require disclosure of only the information required under s. 178.40 (1), (2) and  
24 (3), respectively.

25           (c) The use of a form prescribed under par. (a) is mandatory.

1           **(2)** The secretary of state may prescribe and furnish on request forms for other  
2 documents required or permitted to be filed with the secretary's office under this  
3 chapter, but use of these forms is not mandatory.

4           **SECTION 38.** 178.47 (1) (a) (intro.) of the statutes, as created by 1995 Wisconsin  
5 Act .... (this act), is amended to read:

6           178.47 **(1)** (a) (intro.) The ~~secretary of state~~ department shall prescribe and  
7 furnish on request forms for all of the following documents:

8           **SECTION 39.** 178.47 (1) (b) of the statutes, as created by 1995 Wisconsin Act ....  
9 (this act), is amended to read:

10           178.47 **(1)** (b) The forms prescribed by the ~~secretary of state~~ department under  
11 par. (a) 1., 2. and 3. shall require disclosure of only the information required under  
12 s. 178.40 (1), (2) and (3), respectively.

13           **SECTION 40.** 178.47 (2) of the statutes, as created by 1995 Wisconsin Act .... (this  
14 act), is amended to read:

15           178.47 **(2)** The ~~secretary of state~~ department may prescribe and furnish on  
16 request forms for other documents required or permitted to be filed with the  
17 ~~secretary's office~~ department under this chapter, but use of these forms is not  
18 mandatory.

19           **SECTION 41.** 178.48 of the statutes is created to read:

20           **178.48 Filing and service fees. (1)** The secretary of state shall collect the  
21 following fees when the documents described under this subsection are delivered to  
22 the secretary of state for filing:

23           (a) Registration statement, \$100.

24           (b) Amendment of registration statement, \$40.

25           (c) Termination of registration, \$40.

1 (d) Articles of correction, \$40.

2 (2) The secretary of state shall collect a \$10 fee each time process is served on  
3 the secretary of state under this chapter.

4 (3) In addition to the fees required under sub. (1), the secretary of state shall  
5 collect \$25 for processing in an expeditious manner a document required or  
6 permitted to be filed with the secretary of state under this chapter.

7 **SECTION 42.** 178.48 (1) (intro.) of the statutes, as created by 1995 Wisconsin Act  
8 .... (this act), is amended to read:

9 178.48 (1) (intro.) The ~~secretary of state~~ department shall collect the following  
10 fees when the documents described under this subsection are delivered to the  
11 ~~secretary of state~~ department for filing:

12 **SECTION 43.** 178.48 (2) of the statutes, as created by 1995 Wisconsin Act .... (this  
13 act), is amended to read:

14 178.48 (2) The ~~secretary of state~~ department shall collect a \$10 fee each time  
15 process is served on the ~~secretary of state~~ department under this chapter.

16 **SECTION 44.** 178.48 (3) of the statutes, as created by 1995 Wisconsin Act .... (this  
17 act), is amended to read:

18 178.48 (3) In addition to the fees required under sub. (1), the ~~secretary of state~~  
19 department shall collect \$25 for processing in an expeditious manner a document  
20 required or permitted to be filed with the ~~secretary of state~~ department under this  
21 chapter.

22 **SECTION 45.** 178.49 of the statutes is created to read:

23 **178.49 Effective date and time of document.** (1) (a) Except as provided  
24 in sub. (2), a document filed under this chapter is effective on the date that it is

1 received by the office of the secretary of state for filing and at any of the following  
2 times on that date:

3 1. The time of day specified in the document as its effective time.

4 2. If no effective time is specified, at the close of business.

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

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

13 **SECTION 46.** 178.49 (1) (a) (intro.) of the statutes, as created by 1995 Wisconsin  
14 Act .... (this act), is amended to read:

15 178.49 **(1)** (a) (intro.) Except as provided in sub. (2), a document filed under this  
16 chapter is effective on the date that it is received by the ~~office of the secretary of state~~  
17 department for filing and at any of the following times on that date:

18 **SECTION 47.** 178.49 (1) (b) of the statutes, as created by 1995 Wisconsin Act ....  
19 (this act), is amended to read:

20 178.49 **(1)** (b) The date that a document is received by the ~~office of the secretary~~  
21 ~~of state~~ department is determined by the ~~secretary of state's~~ department's  
22 endorsement on the original document.

23 **SECTION 48.** 178.50 of the statutes is created to read:

24 **178.50 Correcting filed document.** **(1)** A registered limited liability  
25 partnership or foreign registered limited liability partnership holding a certificate

1 of authority under s. 178.40 may correct a document that was filed with the secretary  
2 of state if the document contains a statement that was incorrect at the time of filing  
3 or was defectively executed, including defects in any attestation, seal, verification or  
4 acknowledgment.

5 (2) To correct a document under sub. (1), a registered limited liability  
6 partnership or a foreign registered limited liability partnership holding a certificate  
7 of authority under s. 178.40 shall file with the secretary of state articles of correction  
8 that include all of the following:

9 (a) A description of the document, including its filing date, or a copy of the  
10 document.

11 (b) An identification of the incorrect statement and the reason that it is  
12 incorrect, or the manner in which the execution was defective, whichever applies.

13 (c) The corrected statement or execution.

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

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

18 **SECTION 49.** 178.50 (1) of the statutes, as created by 1995 Wisconsin Act .... (this  
19 act), is amended to read:

20 178.50 (1) A registered limited liability partnership or foreign registered  
21 limited liability partnership holding a certificate of authority under s. 178.40 may  
22 correct a document that was filed with the ~~secretary of state~~ department if the  
23 document contains a statement that was incorrect at the time of filing or was  
24 defectively executed, including defects in any attestation, seal, verification or  
25 acknowledgment.

1           **SECTION 50.** 178.50 (2) (intro.) of the statutes, as created by 1995 Wisconsin  
2 Act .... (this act), is amended to read:

3           178.50 **(2)** (intro.) To correct a document under sub. (1), a registered limited  
4 liability partnership or a foreign registered limited liability partnership holding a  
5 certificate of authority under s. 178.40 shall file with the ~~secretary of state~~  
6 department articles of correction that include all of the following:

7           **SECTION 51.** 178.51 of the statutes is created to read:

8           **178.51 Filing duty of the secretary of state. (1)** Upon receipt of a document  
9 by the office of the secretary of state for filing, the secretary of state shall stamp or  
10 otherwise endorse the date and time of receipt on the original document copy and,  
11 upon request, any additional document copy received. The secretary of state shall  
12 return any additional document copy to the person delivering it, as confirmation of  
13 the date and time of receipt.

14           **(2)** (a) Except as provided in par. (b), if a document satisfies s. 178.46, the  
15 secretary of state shall file the document by stamping or otherwise endorsing "Filed",  
16 together with the secretary's title, on both the original and the document copy. After  
17 filing a document, the secretary of state shall deliver the document copy to the  
18 registered limited liability partnership or to the foreign registered limited liability  
19 partnership or to its representative.

20           (b) If a registered limited liability partnership or foreign registered limited  
21 liability partnership is in default in the payment of any fee required under s. 178.48,  
22 the secretary of state shall refuse to file any document relating to the partnership  
23 until all delinquent fees are paid.

24           **(3)** (a) If the secretary of state refuses to file a document, the secretary of state  
25 shall return it to the partnership, or to its representative, within 5 business days

1 after the document is received by the office of the secretary of state for filing, together  
2 with a brief written explanation of the reason for the secretary of state's refusal.

3 (b) The secretary of state's failure to either file or return a document within 5  
4 business days after it was received constitutes a refusal to file.

5 (c) If a document that has been refused for filing by the secretary of state is  
6 resubmitted for filing by the secretary of state, the effective date of the document  
7 under s. 178.49 is the date that the resubmitted document is received by the  
8 secretary of state for filing or a delayed effective date specified in the resubmitted  
9 document in accordance with s. 178.49 (2). The effective time of the resubmitted  
10 document shall be determined under s. 178.49 (1) or (2), whichever is applicable.

11 (4) Except as provided in s. 178.41 (1), the secretary of state's filing of a  
12 document or refusal to file a document does not do any of the following:

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

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

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

18 **SECTION 52.** 178.51 (title), (1), (2), (3) and (4) (intro.) of the statutes, as created  
19 by 1995 Wisconsin Act .... (this act), are amended to read:

20 **178.51 (title) Filing duty of the secretary of state department.** (1) Upon  
21 receipt of a document by the office of the secretary of state department for filing, the  
22 ~~secretary of state~~ department shall stamp or otherwise endorse the date and time of  
23 receipt on the original document copy and, upon request, any additional document  
24 copy received. The ~~secretary of state~~ department shall return any additional



1 document copy to the person delivering it, as confirmation of the date and time of  
2 receipt.

3 (2) (a) Except as provided in par. (b), if a document satisfies s. 178.46, the  
4 ~~secretary of state~~ department shall file the document by stamping or otherwise  
5 endorsing "Filed", ~~together with the secretary's title,~~ on both the original and the  
6 document copy. After filing a document, the ~~secretary of state~~ department shall  
7 deliver the document copy to the registered limited liability partnership or to the  
8 foreign registered limited liability partnership or to its representative.

9 (b) If a registered limited liability partnership or foreign registered limited  
10 liability partnership is in default in the payment of any fee required under s. 178.48,  
11 the ~~secretary of state~~ department shall refuse to file any document relating to the  
12 partnership until all delinquent fees are paid.

13 (3) (a) If the ~~secretary of state~~ department refuses to file a document, the  
14 ~~secretary of state~~ department shall return it to the partnership, or to its  
15 representative, within 5 business days after the document is received by the office  
16 of the ~~secretary of state~~ department for filing, together with a brief written  
17 explanation of the reason for the ~~secretary of state's~~ department's refusal.

18 (b) The ~~secretary of state's~~ department's failure to either file or return a  
19 document within 5 business days after it was received constitutes a refusal to file.

20 (c) If a document that has been refused for filing by the ~~secretary of state~~  
21 department is resubmitted for filing by the ~~secretary of state~~ department, the  
22 effective date of the document under s. 178.49 is the date that the resubmitted  
23 document is received by the ~~secretary of state~~ department for filing or a delayed  
24 effective date specified in the resubmitted document in accordance with s. 178.49 (2).

1 The effective time of the resubmitted document shall be determined under s. 178.49  
2 (1) or (2), whichever is applicable.

3 (4) (intro.) Except as provided in s. 178.41 (1), the ~~secretary of state's~~  
4 department's filing of a document or refusal to file a document does not do any of the  
5 following:

6 **SECTION 53.** 178.52 of the statutes is created to read:

7 **178.52 Appeal from secretary of state's refusal to file document.** (1) If  
8 the secretary of state refuses to file a document received for filing, the partnership  
9 may appeal the refusal by filing a petition in circuit court to compel the secretary of  
10 state to file the document. The partnership shall file the petition in the circuit court  
11 for the county where the partnership's principal office or, if none in this state, its  
12 registered office is located. The partnership shall attach to the petition the document  
13 and any explanation by the secretary of state of the reasons for the refusal to file.

14 (2) The partnership shall file the petition under sub. (1) within 30 days after  
15 the secretary of state returns the document under s. 178.51 (3) (a). If the secretary  
16 of state does not return the document within the period specified in s. 178.51 (3) (b),  
17 the partnership shall file the petition within 30 days after the period specified in s.  
18 178.51 (3) (b) expires.

19 (3) The court may summarily order the secretary of state to file the document  
20 or take other action that the court considers appropriate. The court's final decision  
21 may be appealed as in other civil proceedings.

22 (4) If the court orders the secretary of state to file the document under sub. (3),  
23 the effective date of the document shall be the date on which it was received by the  
24 secretary of state or a delayed effective date, if specified under s. 178.49 (2).

1           **SECTION 54.** 178.52 of the statutes, as created by 1995 Wisconsin Act .... (this  
2 act), is amended to read:

3           **178.52** (title) **Appeal from ~~secretary of state's~~ department's refusal to**  
4 **file document.** (1) If the ~~secretary of state~~ department refuses to file a document  
5 received for filing, the partnership may appeal the refusal by filing a petition in  
6 circuit court to compel the ~~secretary of state~~ department to file the document. The  
7 partnership shall file the petition in the circuit court for the county where the  
8 partnership's principal office or, if none in this state, its registered office is located.  
9 The partnership shall attach to the petition the document and any explanation by  
10 the ~~secretary of state~~ department of the reasons for the refusal to file.

11           (2) The partnership shall file the petition under sub. (1) within 30 days after  
12 the ~~secretary of state~~ department returns the document under s. 178.51 (3) (a). If the  
13 ~~secretary of state~~ department does not return the document within the period  
14 specified in s. 178.51 (3) (b), the partnership shall file the petition within 30 days  
15 after the period specified in s. 178.51 (3) (b) expires.

16           (3) The court may summarily order the ~~secretary of state~~ department to file the  
17 document or take other action that the court considers appropriate. The court's final  
18 decision may be appealed as in other civil proceedings.

19           (4) If the court orders the ~~secretary of state~~ department to file the document  
20 under sub. (3), the effective date of the document shall be the date on which it was  
21 received by the ~~secretary of state~~ department or a delayed effective date, if specified  
22 under s. 178.49 (2).

23           **SECTION 55.** 178.53 of the statutes is created to read:

24           **178.53 Applicability to foreign and interstate commerce.** A partnership,  
25 including a registered limited liability partnership, formed pursuant to an

1 agreement governed by this chapter, may conduct its business, carry on its  
2 operations and govern its internal affairs in accordance with this chapter, and may  
3 exercise the powers and enjoy the limitations on partner liability granted under this  
4 chapter, in any state, territory, district or possession of the United States or in any  
5 foreign country.

6 **SECTION 56.** 180.0401 (2) (a) 9. of the statutes is created to read:

7 180.0401 (2) (a) 9. The name of a limited liability partnership formed under the  
8 laws of, or registered in, this state.

9 **SECTION 57.** 180.0401 (2) (b) of the statutes is amended to read:

10 180.0401 (2) (b) The corporate name of a corporation is not distinguishable  
11 from a name referred to in par. (a) 1. to ~~8.~~ 9. if the only difference between it and the  
12 other name is the inclusion or absence of a word or words referred to in sub. (1) (a)  
13 1. or of the words “limited partnership”, “limited liability partnership”, “cooperative”  
14 or “limited liability company” or an abbreviation of these words.

15 **SECTION 58.** 180.0401 (3) (a) of the statutes is amended to read:

16 180.0401 (3) (a) The other corporation or the foreign corporation, limited  
17 liability company, nonstock corporation, limited partnership, limited liability  
18 partnership or cooperative association consents to the use in writing and submits an  
19 undertaking in a form satisfactory to the secretary of state to change its name to a  
20 name that is distinguishable upon the records of the secretary of state from the name  
21 of the applicant.

22 **SECTION 59.** 180.0401 (3) (a) of the statutes, as affected by 1995 Wisconsin Acts  
23 27 and .... (this act), is repealed and recreated to read:

24 180.0401 (3) (a) The other corporation or the foreign corporation, limited  
25 liability company, nonstock corporation, limited partnership, limited liability

1 partnership or cooperative association consents to the use in writing and submits an  
2 undertaking in a form satisfactory to the department to change its name to a name  
3 that is distinguishable upon the records of the department from the name of the  
4 applicant.

5 **SECTION 60.** 180.1506 (2) (a) 9. of the statutes is created to read:

6 180.1506 (2) (a) 9. The name of a limited liability partnership formed under the  
7 laws of, or registered in, this state.

8 **SECTION 61.** 180.1506 (2) (b) of the statutes is amended to read:

9 180.1506 (2) (b) The corporate name of a foreign corporation is not  
10 distinguishable from a name referred to in par. (a) 1. to ~~8.~~ 9. if the only difference  
11 between it and the other name is the inclusion or absence of a word or words referred  
12 to in s. 180.0401 (1) (a) 1. or of the words “limited partnership”, “limited liability  
13 partnership”, “cooperative” or “limited liability company” or an abbreviation of these  
14 words.

15 **SECTION 62.** 180.1506 (3) (a) of the statutes is amended to read:

16 180.1506 (3) (a) The other foreign corporation or the domestic corporation,  
17 limited liability company, nonstock corporation, limited partnership, limited  
18 liability partnership or cooperative association consents to the use in writing and  
19 submits an undertaking in a form satisfactory to the secretary of state to change its  
20 name to a name that is distinguishable upon the records of the secretary of state from  
21 the name of the applicant.

22 **SECTION 63.** 180.1506 (3) (a) of the statutes, as affected by 1995 Wisconsin Acts  
23 27 and .... (this act), is repealed and recreated to read:

24 180.1506 (3) (a) The other foreign corporation or the domestic corporation,  
25 limited liability company, nonstock corporation, limited partnership, limited

1 liability partnership or cooperative association consents to the use in writing and  
2 submits an undertaking in a form satisfactory to the department to change its name  
3 to a name that is distinguishable upon the records of the department from the name  
4 of the applicant.

5 **SECTION 64.** 181.06 (3) (intro.) of the statutes is amended to read:

6 181.06 (3) (intro.) Shall not be the same as or deceptively similar to the name  
7 of any corporation, limited liability company, limited liability partnership or limited  
8 partnership existing under any law of this state, or any foreign corporation, foreign  
9 limited liability company, foreign limited liability partnership or foreign limited  
10 partnership authorized to transact business or conduct affairs in this state, or a  
11 name the exclusive right to which is at the time reserved in the manner provided in  
12 this chapter or reserved or registered in the manner provided in ch. 180, except that  
13 this subsection shall not apply if the applicant files with the secretary of state either  
14 of the following:

15 **SECTION 65.** 181.06 (3) (intro.) of the statutes, as affected by 1995 Wisconsin  
16 Acts 27 and .... (this act), is repealed and recreated to read:

17 181.06 (3) (intro.) Shall not be the same as or deceptively similar to the name  
18 of any corporation, limited liability company, limited liability partnership or limited  
19 partnership existing under any law of this state, or any foreign corporation, foreign  
20 limited liability company, foreign limited liability partnership or foreign limited  
21 partnership authorized to transact business or conduct affairs in this state, or a  
22 name the exclusive right to which is at the time reserved in the manner provided in  
23 this chapter or reserved or registered in the manner provided in ch. 180, except that  
24 this subsection shall not apply if the applicant files with the department either of the  
25 following:

1           **SECTION 66.** 182.01 (3) (intro.) of the statutes, as affected by 1995 Wisconsin  
2 Act 27, is amended to read:

3           182.01 **(3)** (intro.) No articles of incorporation, articles of organization, articles  
4 of amendment, articles of merger, consolidation or share exchange, articles of  
5 dissolution, restated articles of incorporation, certificate of abandonment, or  
6 statement or articles of revocation of voluntary dissolution, provided for pursuant to  
7 ch. 180, 181, 183, 185 or 187; no registration statement, amendment of a registration  
8 statement, or written notice of withdrawal under s. 178.40; and no certificate of  
9 limited partnership, certificate of amendment, restated certificate of limited  
10 partnership or certificate of cancellation, provided for pursuant to ch. 179, shall be  
11 filed by the department unless the name of the individual who, or the governmental  
12 agency which, drafted such document is printed, typewritten, stamped or written  
13 thereon in a legible manner. A document complies with this subsection if it contains  
14 a statement in the following form: "This document was drafted by... (Name)". This  
15 subsection shall not apply to a document executed prior to December 1, 1967, or to:

16           **SECTION 67.** 183.0102 (18) of the statutes is amended to read:

17           183.0102 **(18)** "Person" includes an individual, a ~~general partnership, a limited~~  
18 ~~partnership,~~ a domestic or foreign limited liability company, a trust, an estate, an  
19 association, a corporation or any other legal or commercial entity.

20           **SECTION 68.** 183.0103 (2) (a) of the statutes is amended to read:

21           183.0103 **(2)** (a) The name of any other limited liability company, a corporation,  
22 a nonstock corporation, a limited partnership, a limited liability partnership or a  
23 cooperative association existing under the laws of this state.

24           **SECTION 69.** 183.0103 (2) (b) of the statutes is amended to read:

1           183.0103 (2) (b) The name of any foreign limited liability company, foreign  
2 corporation, foreign nonstock corporation, foreign limited partnership, foreign  
3 limited liability partnership or foreign cooperative association, or the designated,  
4 registered or fictitious name under which any such entity is licensed to transact  
5 business in this state.

6           **SECTION 70.** 183.0103 (3) of the statutes is amended to read:

7           183.0103 (3) The name of a limited liability company is not distinguishable  
8 from a name referred to in sub. (2) (a) to (c) if the only difference between it and the  
9 other name is the inclusion or absence of a word or words referred to in sub. (1) or  
10 of the words “corporation”, “incorporated”, “limited”, “company”, “limited  
11 partnership”, “limited liability partnership” or “cooperative” or an abbreviation of  
12 these words.

13           **SECTION 71.** 183.0103 (4) (a) of the statutes is amended to read:

14           183.0103 (4) (a) The other limited liability company, corporation, nonstock  
15 corporation, limited partnership, limited liability partnership or cooperative  
16 association consents to the use in writing and submits an undertaking in a form  
17 satisfactory to the secretary of state to change its name to a name that is  
18 distinguishable upon the records of the secretary of state from the name of the  
19 applicant.

20           **SECTION 72.** 183.0103 (4) (a) of the statutes, as affected by 1995 Wisconsin Acts  
21 27 and .... (this act), is repealed and recreated to read:

22           183.0103 (4) (a) The other limited liability company, corporation, nonstock  
23 corporation, limited partnership, limited liability partnership or cooperative  
24 association consents to the use in writing and submits an undertaking in a form



1 satisfactory to the department to change its name to a name that is distinguishable  
2 upon the records of the department from the name of the applicant.

3 **SECTION 73.** 183.1002 (3) (d) of the statutes is created to read:

4 183.1002 (3) (d) The foreign limited liability partnership is a limited partner  
5 of a limited partnership that is transacting business in this state.

6 **SECTION 74. Effective dates.** This act takes effect on the day after  
7 publication, except as follows:

8 (1) The amendment of sections 178.40 (1) (intro.), (2) (intro.) and (3) (intro.),  
9 178.41 (1) (a) and (b), 178.42 (3) (intro.), 178.44 (3), 178.45 (1) (b) and (4) (f), 178.46  
10 (1) (intro.), (e) and (f), (2) and (4), 178.47 (1) (a) (intro.) and (b) and (2), 178.48 (1)  
11 (intro.), (2) and (3), 178.49 (1) (a) (intro.) and (b), 178.50 (1) and (2) (intro.), 178.51  
12 (title), (1), (2), (3) and (4) (intro.), 178.52 and 182.01 (3) (intro.) of the statutes, the  
13 repeal and recreation of sections 180.0401 (3) (a), 180.1506 (3) (a), 181.06 (3) (intro.)  
14 and 183.0103 (4) (a) of the statutes and the creation of section 178.01 (2) (de) of the  
15 statutes take effect on July 1, 1996.

16 (END)