2009 ASSEMBLY BILL 564

November 10, 2009 - Introduced by LAW REVISION COMMITTEE. Referred to Committee on Financial Institutions.

AN ACT to amend 183.0104 (2) and 183.0104 (4); and to create 183.0104 (1m)
of the statutes; relating to: long-term name reservation by a limited liability
company (suggested as remedial legislation by the Department of Financial
Institutions).

Analysis by the Legislative Reference Bureau

This bill authorizes a domestic or foreign limited liability company (LLC), upon a merger, name change, or dissolution, to register the LLC's name for no more than ten years by delivering an application to the Department of Financial Institutions together with a copy of the document that authorizes the name change or a copy of an application for an amended certificate of registration that changes the LLC's name.

For further information, see the Notes provided by the Law Revision Committee of the Joint Legislative Council.

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

Law Revision Committee Prefatory Note: This bill is a remedial legislation proposal, requested by the Department of Financial Institutions and introduced by the Law Revision Committee under s. 13.83 (1) (c) 4. and 5., stats. After careful consideration of the various provisions of the bill, the Law Revision Committee has determined that this

ASSEMBLY BILL 564

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bill makes minor substantive changes in the statutes, and that these changes are desirable as a matter of public policy.

The Department of Financial Institutions indicates that the long-term name reservation authority extended to limited liability companies (LLCs) by this bill will make it more convenient for LLCs to reserve a name and is consistent with authority already granted to business corporations and nonstock corporations. See ss. 180.0403 (2) and 181.0403 (2), Stats.

Section 1. 183.0104 (1m) of the statutes is created to read:

183.0104 (1m) A domestic limited liability company or a foreign limited liability company authorized to transact business in this state may, upon merger, change of name, or dissolution, register its company name for no more than 10 years by delivering to the department for filing an application, executed by the domestic limited liability company or foreign limited liability company, simultaneously with the delivery for filing of the articles of merger or dissolution, the articles of amendment or restated articles that change the company name or an application for an amended certificate of registration that changes the company name.

Section 2. 183.0104 (2) of the statutes is amended to read:

183.0104 (2) A person who has the right to exclusive use of a reserved name under sub. (1) or (1m) may transfer the reservation to another person by delivering to the department a written and signed notice of the transfer that states the name and address of the transferee.

Section 3. 183.0104 (4) of the statutes is amended to read:

183.0104 (4) A name is registered under sub. (1), (1m), or (3) for the applicant's exclusive use on the effective date of the application.

18 (END)