

# State of Wisconsin



1995 Assembly Bill 498

Date of enactment: **December 1, 1995**  
Date of publication\*: **December 10, 1995**

## 1995 WISCONSIN ACT 97

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

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

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

14.38 (14) NAME OF DRAFTER ON DOCUMENTS. (intro.) No articles of incorporation, articles of organization, articles of amendment, articles of merger, consolidation or share exchange, articles of dissolution, restated articles of incorporation, certificate of abandonment, or statement or articles of revocation of voluntary dissolution, provided for pursuant to ch. 180, 181, 183, 185 or 187; no registration statement, amendment of a registration statement, or written notice of withdrawal under s. 178.40; and no certificate of limited partnership, certificate of amendment, restated certificate of limited partnership or certificate of cancellation, provided for pursuant to ch. 179, shall be filed by the secretary of state unless the name of the individual who, or the government-

tal agency which, drafted such document is printed, typewritten, stamped or written thereon in a legible manner. A document complies with this subsection if it contains a statement in the following form: "This document was drafted by.... (Name)". This subsection shall not apply to a document executed prior to December 1, 1967, or to:

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

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

\* Section 991.11, WISCONSIN STATUTES 1993-94: Effective date of acts. "Every act and every portion of an act enacted by the legislature over the governor's partial veto which does not expressly prescribe the time when it takes effect shall take effect on the day after its date of publication as designated" by the secretary of state [the date of publication may not be more than 10 working days after the date of enactment].

deceased person, and the tax thereon shall be paid by the executor or administrator if one be thereafter appointed, otherwise by the person or persons in possession of such property at the time of the assessment.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(4) A partner in a registered limited liability partnership is not a proper defendant in a proceeding to recover damages or to enforce obligations of the type described in sub. (2) unless the partner is alleged in good faith to be personally liable under sub. (3).

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

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

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

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

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

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

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

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

(a) ~~the partnership~~ Partnership property~~;~~

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

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

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

- (a) ~~those~~ Those owing to creditors other than partners;
- (b) ~~those~~ Those owing to partners other than for capital and profits;
- (c) ~~those~~ Those owing to partners in respect of capital;
- (d) ~~those~~ Those owing to partners in respect of profits.

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

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

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

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

- (a) A name for the partnership that complies with s. 178.42.
- (b) If a foreign registered limited liability partnership, the name of the state or country under whose law it is formed.
- (c) The mailing address of its principal office.
- (d) The street address of the registered office and the name and address of the registered agent at that office for service of process.
- (e) A statement that the partnership registers as a registered limited liability partnership or a foreign registered limited liability partnership.
- (f) Any other information that the partnership determines to include.

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

- (a) The name of the partnership.
- (b) If a foreign registered limited liability partnership, the name of the state or country under whose law it is formed.
- (c) The date of the filing of the original registration statement.
- (d) The amendment to the registration statement.
- (3) A registered limited liability partnership or a foreign registered limited liability partnership may terminate its registration by filing with the secretary of state the

fee specified in s. 178.48 and a written notice of withdrawal that includes all of the following:

- (a) The name of the partnership.
- (b) If a foreign registered limited liability partnership, the name of the state or country under whose law it is formed.
- (c) A statement that the partnership withdraws its registration.

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

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

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

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

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

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

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

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

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

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

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

(b) If a registered limited liability partnership or a foreign registered limited liability partnership dissolves for any reason and its business continues without wind-

ing up the partnership affairs and without liquidating or terminating the partnership, and so long as the partnership continues to comply with s. 178.42, the registration of the registered limited liability partnership or the foreign registered limited liability partnership shall continue to be applicable to the partnership continuing the business, and the partnership shall not be required to file a new registration statement. The partnership continuing the business shall be considered to have filed any documents required or permitted under this chapter which were filed by the dissolved registered limited liability partnership or foreign registered limited liability partnership.

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

(4) A partnership continues as a registered limited liability partnership or foreign registered limited liability partnership if there is substantial compliance with the requirements of this chapter. The status of a partnership as a registered limited liability partnership or foreign registered limited liability partnership and the liability of a partner of that registered limited liability partnership or foreign registered limited liability partnership shall not be adversely affected by errors or subsequent changes in the information stated in any filing under this chapter.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**178.43 Registered office and registered agent.** A registered limited liability partnership and foreign registered limited liability partnership shall continuously maintain in this state a registered office and registered agent. The registered office may be the same as any of the partnership's places of business. The registered agent shall be any of the following:

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

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

(3) A foreign corporation, foreign limited liability company, foreign limited partnership or foreign registered limited liability partnership if that entity is autho-

alized to transact business in this state and the entity's business office is identical with the registered office.

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

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

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

- (a) The date on which the partnership receives the mail.
- (b) The date shown on the return receipt, if signed on behalf of the partnership.
- (c) Five days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed.

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

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

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

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

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

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

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

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

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

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

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

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

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

(c) A court may stay a proceeding commenced by a foreign registered limited liability partnership, or its successor or assignee, until the court determines if the foreign limited liability partnership or its successor requires a certificate of authority. If the court determines that a certificate is required, the court may further stay the proceeding until the foreign registered limited liability partnership or its successor obtains the certificate of authority.

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

1. Impair the validity of any contract or act of the foreign registered limited liability partnership or its title to property in this state.
2. Affect the right of any other party to a contract to maintain any action on the contract.
3. Prevent the foreign registered limited liability partnership from defending any civil, criminal, administrative or investigatory proceeding in any court of this state.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(2) The secretary of state shall file photocopies or other reproduced copies of typewritten or printed docu-

ments if the copies satisfy sub. (1) and are originally executed to satisfy sub. (3).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1. A registration statement under s. 178.40 (1).
2. An amended registration statement under s. 178.40 (2).
3. A notice of withdrawal under s. 178.40 (3).

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

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

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

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

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

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

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

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

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

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

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

- (a) Registration statement, \$100.
- (b) Amendment of registration statement, \$40.
- (c) Termination of registration, \$40.
- (d) Articles of correction, \$40.

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

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

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

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

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

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

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

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

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

**178.49 Effective date and time of document. (1)**

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

- 1. The time of day specified in the document as its effective time.
- 2. If no effective time is specified, at the close of business.

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

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

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

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

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

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

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

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

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

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

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

(c) The corrected statement or execution.

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

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

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

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

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

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

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

**178.51 Filing duty of the secretary of state. (1)**

Upon receipt of a document by the office of the secretary of state for filing, the secretary of state shall stamp or otherwise endorse the date and time of receipt on the original document copy and, upon request, any additional document copy received. The secretary of state shall return any additional document copy to the person delivering it, as confirmation of the date and time of receipt.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(3) (a) If the ~~secretary of state~~ department refuses to file a document, the ~~secretary of state~~ department shall return it to the partnership, or to its representative, within

5 business days after the document is received by the office of the ~~secretary of state~~ department for filing, together with a brief written explanation of the reason for the ~~secretary of state's~~ department's refusal.

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

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

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

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

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

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

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

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

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

**178.52** (title) **Appeal from secretary of state's department's refusal to file document.** (1) If the ~~secretary of state~~ department refuses to file a document received for filing, the partnership may appeal the refusal by filing a petition in circuit court to compel the ~~secretary~~

~~of state~~ department to file the document. The partnership shall file the petition in the circuit court for the county where the partnership's principal office or, if none in this state, its registered office is located. The partnership shall attach to the petition the document and any explanation by the ~~secretary of state~~ department of the reasons for the refusal to file.

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

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

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

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

**178.53 Applicability to foreign and interstate commerce.** A partnership, including a registered limited liability partnership, formed pursuant to an agreement governed by this chapter, may conduct its business, carry on its operations and govern its internal affairs in accordance with this chapter, and may exercise the powers and enjoy the limitations on partner liability granted under this chapter, in any state, territory, district or possession of the United States or in any foreign country.

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

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

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

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

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

180.0401 (3) (a) The other corporation or the foreign corporation, limited liability company, nonstock corporation, limited partnership, limited liability partnership or cooperative association consents to the use in writing and submits an undertaking in a form satisfactory to the secretary of state to change its name to a name that is dis-

tinguishable upon the records of the secretary of state from the name of the applicant.

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

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

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

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

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

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

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

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

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

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

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

181.06 (3) (intro.) Shall not be the same as or deceptively similar to the name of any corporation, limited liability company, limited liability partnership or limited partnership existing under any law of this state, or any foreign corporation, foreign limited liability company,

foreign limited liability partnership or foreign limited partnership authorized to transact business or conduct affairs in this state, or a name the exclusive right to which is at the time reserved in the manner provided in this chapter or reserved or registered in the manner provided in ch. 180, except that this subsection shall not apply if the applicant files with the secretary of state either of the following:

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

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

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

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

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

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

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

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

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

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

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

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

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

183.0103 (4) (a) The other limited liability company, corporation, nonstock corporation, limited partnership, limited liability partnership or cooperative association consents to the use in writing and submits an undertaking in a form satisfactory to the secretary of state to change its name to a name that is distinguishable upon the re-

ords of the secretary of state from the name of the applicant.

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

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

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

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

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

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