

2001 DRAFTING REQUEST**Assembly Amendment (AA-AB650)**Received: **12/10/2001**Received By: **rmarchan**Wanted: **Soon**

Identical to LRB:

For: **Financial Institutions**By/Representing: **lisa**This file may be shown to any legislator: **NO**Drafter: **rmarchan**

May Contact:

Addl. Drafters:

Subject: **Bus. Assn. - corporations**
Bus. Assn. - nonprofits

Extra Copies:

Submit via email: **YES**Requester's email: **lisa.roys@legis.state.wi.us**Carbon copy (CC:) to: **robert.marchant@legis.state.wi.us****Pre Topic:**

No specific pre topic given

Topic:

AA (DFI authority to refuse to file document) to AB-650 (next economy package)

Instructions:

Amend 180.0125 (2) (b) to reference the fee due under 180.0122 (1) (yr).

Drafting History:

<u>Vers.</u>	<u>Drafted</u>	<u>Reviewed</u>	<u>Typed</u>	<u>Proofed</u>	<u>Submitted</u>	<u>Jacketed</u>	<u>Required</u>
/?	rmarchan 12/12/2001	gilfokm 12/12/2001		_____			
/1			jfrantze 12/13/2001	_____	lrb_docadmin 12/13/2001	lrb_docadmin 12/13/2001	
/2	kuesejt	gilfokm	jfrantze	_____	lrb_docadmin	lrb_docadmin	

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	01/18/2002	01/18/2002	01/21/2002	_____	01/22/2002	01/22/2002	

FE Sent For:

<END>

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/?	rmarchan 12/12/2001	gilfokm 12/12/2001		_____			
/1		1/2-1/18 King	jfrantze 12/13/2001	_____	lrb_docadmin 12/13/2001	lrb_docadmin 12/13/2001	
			10/1/21	Self 1/21			

12/13/2001 10:54:00 AM

Page 2

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1?	rmarchan	1-12/12 King	10/12/13	Self 12/13			

FE Sent For:

<END>

Marchant, Robert

From: Roys, Lisa
Sent: Thursday, December 06, 2001 8:38 PM
To: Marchant, Robert; Anderson, David
Subject: RE: AB650

Hi Rob!

I'm out of the office, but will try to call you in the morning. It's basically that we want to make sure the Department continues to be able to "deny" a filing for conversions or mergers if they have an outstanding bill with us. The usual problems come with annual reports under Ch. 180. Obviously, if they don't pay their merger/conversion application fee we don't file it. But, they may try to convert from a stock-corp to an LLC with outstanding annual report fees.

Does that help? I'll still try to call in the morning.

Lisa

-----Original Message-----

From: Marchant, Robert
Sent: Thursday, December 06, 2001 10:33 AM
To: Anderson, David
Cc: Roys, Lisa
Subject: RE: AB650

Hello Dave and Lisa--

I have reviewed the messages below and, unfortunately, I don't grasp the issue. So much for that half-caf coffee. Lisa, when you can make the time, please give me a call so that we can discuss the issue and get an amendment drafted.

Thanks.

Rob

-----Original Message-----

From: Anderson, David
Sent: Wednesday, December 05, 2001 11:20 PM
To: Marchant, Robert
Cc: Roys, Lisa
Subject: FW: AB650
Importance: High

Hey Rob. . . Molly O'Connell in our Corporations Section e-mailed Lisa Roys with a question, which she forwarded to me for review. Below is the original e-mail and Lisa's reply. What do you think? Give me a call as soon as you can. . . Thanks!!

-----Original Message-----

From: Roys, Lisa
Sent: Wednesday, December 05, 2001 10:27 PM
To: O'Connell, Molly; Anderson, David
Cc: Allen, Ray; Unitan, Jennifer
Subject: RE: AB650
Importance: High

Hmmm. I see the problem. The new fee is placed under 180.0122(1)(yr). I'm thinking a technical change to 180.0125(2)(b) might be necessary for Ch. 180.

Ch. 181.0123 seems to cover the new 181.0122 fees of (o) and (yr). We'll need to confer with the drafter to be sure this analysis is accurate.

Thanks for catching it.

Lisa

-----Original Message-----

From: O'Connell, Molly
Sent: Wednesday, December 05, 2001 4:07 PM
To: Roys, Lisa
Cc: Allen, Ray; Unitan, Jennifer
Subject: AB650
Importance: High

Hi Lisa,

Question about the new Conversions...

When a corporation does not file its DFI annual report or pay its annual report fees, it is placed into "Delinquent" (DLQ) status.

If a corporation is in DLQ status and wants to file a merger, the corporation must first file a current DFI annual report and pay all back fees before we will file the merger.

If a corporation is in DLQ status and wants to dissolve, the corporation must only pay the back fees before we will file the dissolution.

When a co-op that is IBS (the Chapter 185 equivalent of DLQ) wants to convert from, say, a membership to a stock co-op, they must reinstate to good standing by filing a current annual report and pay any back fees before we will file the conversion.

What is the statutory requirement of a corporation (Chapter 180 or 181) in DLQ status in regard to conversions?

Molly

ROM King

500 N

PRELIMINARY DRAFT - NOT READY FOR INTRODUCTION
ASSEMBLY AMENDMENT,
TO 2001 ASSEMBLY BILL 650

FWK

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

2 ✓ 1. Page 26, line 13: after that line insert:

3 "SECTION 47d. 180.0125 (2) (b) of the statutes is amended to read:

4 180.0125 (2) (b) If a domestic corporation or foreign corporation is in default
5 in the payment of any fee required under s. 180.0122 (1) (a) to (j) or (m) to ~~(ym)~~ (yr),
6 the department shall refuse to file any document relating to the domestic corporation
7 or foreign corporation until all delinquent fees are paid by the domestic corporation
8 or foreign corporation."

9 History: 1989 a. 303; 1995 a. 27.

(END)

Emery, Lynn

From: Emery, Lynn
Sent: Thursday, December 13, 2001 10:57 AM
To: Roys, Lisa
Cc: Marchant, Robert
Subject: LRBa0994/1 (attached)

Lynn Emery

Lynn Emery - Program Asst. (PH. 608-266-3561)
(E-Mail: lynn.emery@legis.state.wi.us) (FAX: 608-264-6948)

Legislative Reference Bureau - Legal Section - Front Office
100 N. Hamilton Street - 5th Floor
Madison, WI 53703

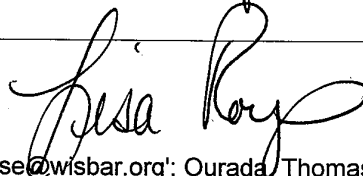
Amend.
Jacket
Returned
(a 0994) 01-17-02

12/13/2001

Re - Here's the stripes for
LRB 0991/1

Roys, Lisa

From: Roys, Lisa
Sent: Thursday, January 17, 2002 11:43 AM
To: Marchant, Robert
Cc: Bilot, Erin; Huber, Grant; Grosenheider, Terry; 'jboese@wisbar.org'; Ourada, Thomas D
Subject: SB 333/AB650 Amendment



I'm sending the stripes back over for the amendment that was drafted to AB 650 - LRB a0991/1. We would like to add the following items to that amendment and have it drafted to both bills.

If you have any questions, please feel free to contact any of those individuals listed on the e-mail message.

DOR Technical Change

Page 9, line 9 of Section 4 of both bills at the end of the line change one back to two

✓ 7.21 (1e) "Mergers of corporations" means the merger or combination of 2 or more corporations . . .

Fee Changes

Make the following fee changes to annual reports:

Domestic CH 180 corporation annual report fee = \$30 for Electronic; \$40 for paper.

Foreign CH 180 corporation annual report fee = \$85 for electronic, \$100 for paper.

Foreign CH 183 Limited Liability Company annual report fee = \$85 for electronic, \$100 for paper.

180.0122(1)(x) <<http://www.legis.state.wi.us/statutes/01Stat0180.pdf>>

<<http://www.legis.state.wi.us/statutes/01Stat0180.pdf>>

(x) Annual report of a domestic corporation that is submitted to the department by authorized electronic means, \$25-~~\$30~~; annual report of a domestic corporation that is submitted to the department on paper, \$40.

180.0122(1)(y) <<http://www.legis.state.wi.us/statutes/01Stat0180.pdf>>

<<http://www.legis.state.wi.us/statutes/01Stat0180.pdf>>

(y) Annual report of a foreign corporation that is submitted to the department by authorized electronic means, ~~\$65~~-~~\$85~~, and annual report submitted to the department on paper, ~~\$80~~ \$100, and in case the annual report shows that the foreign corporation employs in this state capital in excess of the amount of capital on which a fee has previously been paid, computed as provided in s. 180.1503, an additional fee which, with previous payments made on account of capital employed in this state, will amount to \$2 for each \$1,000 or fraction thereof of the excess.

183.0114(1)(w) <<http://www.legis.state.wi.us/statutes/01Stat0183.pdf>>

<<http://www.legis.state.wi.us/statutes/01Stat0183.pdf>>

(w) Annual report of a foreign limited liability company that is submitted to the department by authorized electronic means, ~~\$65~~-~~\$85~~; annual report submitted to the department on paper, ~~\$80~~ \$100.

DFI Technical (LRBa0994/1)

180.0125(2)(b) <http://www.legis.state.wi.us/statutes/01Stat0180.pdf>
<http://www.legis.state.wi.us/statutes/01Stat0180.pdf>

(b) If a domestic corporation or foreign corporation is in default in the payment of any fee required under s. 180.0122 (1) (a) to (j) or (m) to ~~(y)~~ (vr), the department shall refuse to file any document relating to the domestic corporation or foreign corporation until all delinquent fees are paid by the domestic corporation or foreign corporation.



State of Wisconsin
2001 - 2002 LEGISLATURE

LRBa0994/E 2
RJM:kmg:jf

Wed 1-23-02
AM

[Handwritten signature]

ASSEMBLY AMENDMENT,
TO 2001 ASSEMBLY BILL 650

INSERT 1-1

1

At the locations indicated, amend the bill as follows:

2

2. Page 26, line 13: after that line insert:

#

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6

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7

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8

or foreign corporation."

9

(END)

INSERT 1-8

2001-2002 DRAFTING INSERT
FROM THE
LEGISLATIVE REFERENCE BUREAU

LRBa0994/2ins
RJM:.....

INSERT 1-1

- ✓ 1. Page 9, line 9: delete "2 one" and substitute "2".
- ✓ 2. Page 25, line 15: delete lines 15 to 17 and substitute:

"180.0122 (1) (x) Annual report of a domestic corporation that is submitted to the department by authorized electronic means, \$~~25~~ \$30; annual report of a domestic corporation that is submitted to the department on paper, \$40."

- ✓ 3. Page 25, line 20: delete the material beginning with that line and ending with page 26, line 2, and substitute:

"180.0122 (1) (y) Annual report of a foreign corporation that is submitted to the department by authorized electronic means, \$~~65~~ \$85, and annual report submitted to the department on paper, \$~~80~~ \$100, and in case the annual report shows that the foreign corporation employs in this state capital in excess of the amount of capital on which a fee has previously been paid, computed as provided in s. 180.1503, an additional fee which, with previous payments made on account of capital employed in this state, will amount to \$2 for each \$1,000 or fraction thereof of the excess."

History: 1989 a. 303; 1991 a. 16, 269; 1993 a. 214, 323, 331; 1995 a. 27, 271; 1997 a. 27; 2001 a. 16.

INSERT 1-8

- ✓ 4. Page 59, line 14: delete lines 18 to 20 and substitute:

"183.0114 (1) (w) Annual report of a foreign limited liability company that is submitted to the department by authorized electronic means, \$~~65~~ \$85; annual report submitted to the department on paper, \$~~80~~ \$100."

History: 1993 a. 112; 1995 a. 27; 1997 a. 35; 2001 a. 16.