

2001 SENATE BILL 333

1 **AN ACT** *to repeal* 180.1107, 180.1709 and 183.1203 (1); *to renumber* 178.43,
2 178.46 (1), 179.14 (1), 179.16 (1), 183.0107 (1), 183.0108 (1) and 551.02 (1); *to*
3 *renumber and amend* 183.1203 (2) and 185.83 (1) (b); *to amend* 77.21 (1e),
4 178.46 (2) and (4), 178.48 (1) (intro.), 178.51 (1), 179.03 (2), 179.04 (1) (b), 179.11
5 (1) (intro.), 179.12 (1) (intro.), 179.13 (intro.), 179.185 (1), 179.24 (1) (b),
6 subchapter VIII (title) of chapter 179 [precedes 179.70], 179.82 (intro.), 179.82
7 (4), 179.86 (1), 179.88, 180.0103 (16), 180.0122 (1) (intro.), 180.0122 (1) (j),
8 180.0122 (1) (x), 180.0122 (1) (y), 180.0125 (1), 180.0125 (2) (b), 180.0402 (1),
9 180.0501 (2) and (3), subchapter XI (title) of chapter 180 [precedes 180.1100],
10 180.1101 (1), 180.1101 (2) (a), 180.1101 (2) (c), 180.1101 (3) (a), 180.1102 (1),
11 180.1102 (2) (a), 180.1102 (2) (c), 180.1103 (6), 180.1104 (title), 180.1104 (1),
12 180.1104 (2) (b), 180.1104 (3), 180.1104 (4), 180.1104 (5), 180.1105 (1) (intro.),
13 180.1105 (1) (b), 180.1106 (1) (a), 180.1106 (1) (b), 180.1106 (1) (c), 180.1106 (1)
14 (d), 180.1106 (1) (f), 180.1150 (3) (e), 180.1421 (1) and (2), 180.1504 (1) (intro.)

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1 and (b), 180.1507 (2), 180.1507 (3), 180.1530 (1m) and (2), 180.1531 (1) and (2)
2 (a) and (b), 180.1532 (1), 181.0122 (1) (intro.), 181.0122 (1) (j), 181.0402 (1),
3 181.0501 (2), 181.0501 (3), subchapter XI (title) of chapter 181 [precedes
4 181.1100], 181.1101 (1), 181.1101 (2) (a), 181.1101 (2) (d), 181.1101 (3) (a),
5 181.1103 (6), 181.1104 (title), 181.1104 (1), 181.1104 (2) (b), 181.1104 (3),
6 181.1104 (4), 181.1105 (intro.), 181.1105 (2), 181.1106 (1), 181.1106 (2),
7 181.1106 (4), 181.1107 (2), 181.1108, 181.1421 (1), 181.1421 (4) (b), 181.1422 (2)
8 (a) (intro.), 181.1423 (2), 181.1504 (1) (b), 181.1507 (2), 181.1507 (3), 181.1531
9 (1), 181.1531 (2) (a), (b) and (c) 1. (intro.), 181.1531 (3), 181.1532 (1), 183.0104
10 (1), 183.0105 (1) (b), 183.0105 (1) (c), 183.0108 (3), 183.0110 (1), 183.0114 (1)
11 (intro.), 183.0114 (1) (j), 183.0114 (1) (w), 183.0802 (3), 183.0901 (4) (intro.),
12 183.1001 (1), 183.1006 (1) (a), 183.1006 (1) (b), 183.1020 (2), 183.1020 (3),
13 183.1021 (1) and (2), 183.1021 (3), 183.1022 (1), subchapter XII (title) of chapter
14 183 [precedes 183.1200], 183.1201 (2), 183.1201 (3), 183.1202 (3), 183.1202 (4),
15 183.1206, 184.10 (4), 185.48 (4), 185.48 (6), 185.83 (1) (intro.), 551.23 (8) (g),
16 551.23 (10), 551.23 (11) (a) and 611.72 (2); **to repeal and recreate** 180.0122
17 (1) (o), 180.1106 (1) (e), 181.0103 (7), 181.0103 (23), 181.0122 (1) (o), 181.1106
18 (3), 181.1106 (5), 181.1403 (1) (e), 181.1421 (2), 183.0114 (1) (n), 183.0204,
19 183.1204 (1) and 183.1205; and **to create** 71.80 (21), 71.80 (22), 73.03 (58),
20 77.25 (6d), 77.25 (6m), 77.61 (15), 178.43 (2m) and (3m), 178.46 (1g), 178.48 (4),
21 179.045, 179.14 (1g), 179.16 (1g), 179.70, 179.76, 179.77, 180.0103 (7g),
22 180.0103 (7k), 180.0121 (1) (a) 4., 180.0122 (1) (yr), 180.0122 (5), 180.1100,
23 180.1105 (1) (c), 180.1105 (1) (d), 180.1106 (1) (am), 180.1106 (3), 180.1161,
24 180.1302 (1) (cm), 180.1421 (2m), 180.1531 (2m), 181.0103 (10m) and (10p),
25 181.0121 (1) (a) 4., 181.0122 (1) (yr), 181.0122 (5), 181.1100, 181.1105 (3) (c),

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1 181.1105 (5), 181.1105 (6), 181.1106 (1m), 181.1106 (6), 181.1161, 181.1531 (2g),
2 181.1531 (2r), 183.0107 (1g), 183.0108 (1g), 183.0109 (1) (a) 5., 183.0114 (1)
3 (mp), 183.0114 (3), 183.0404 (2) (fm), 183.0504, 183.1021 (2g), 183.1021 (2r),
4 183.1200, 183.1202 (6), 183.1207, 185.83 (1) (b) 2., 185.83 (1) (bm), 185.83 (1m),
5 551.02 (1g) and 551.31 (1) (d) of the statutes; **relating to:** merger and
6 conversion of business entities, exemptions from securities registration
7 requirements and licensing requirements for securities broker–dealers and
8 securities agents, registered agents for business entities, filing of documents
9 relating to certain business entities, administrative dissolution of business
10 entities, amended certificates of authority for certain foreign business entities,
11 granting rule–making authority, and making an appropriation.

Analysis by the Legislative Reference Bureau

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

12 **SECTION 1.** 71.80 (21) of the statutes is created to read:

13 71.80 (21) BUSINESS ENTITY CONVERSION. Notwithstanding any provision of ss.
14 179.76, 180.1161, 181.1161, and 183.1207, the conversion of a business entity to
15 another form of business entity under s. 179.76, 180.1161, 181.1161, or 183.1207
16 shall be treated for state tax purposes in the same manner as the conversion is
17 treated for federal tax purposes.

18 **SECTION 2.** 71.80 (22) of the statutes is created to read:

19 71.80 (22) BUSINESS ENTITY MERGER. Notwithstanding any provision of ss.
20 179.77, 180.1101, 180.1104, 181.1101, 181.1104, and 183.1201, the merger of a
21 business entity with one or more business entities under s. 179.77, 180.1101,

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1 180.1104, 181.1101, 181.1104, or 183.1201 shall be treated for state tax purposes in
2 the same manner as the merger is treated for federal tax purposes.

3 **SECTION 3.** 73.03 (58) of the statutes is created to read:

4 73.03 **(58)** (a) Notwithstanding any provision of ss. 179.76, 180.1161, 181.1161,
5 and 183.1207, to treat, for state tax purposes, the conversion of a business entity to
6 another form of business entity under s. 179.76, 180.1161, 181.1161, or 183.1207 in
7 the same manner as the conversion is treated for federal tax purposes.

8 (b) Notwithstanding any provision of ss. 179.77, 180.1101, 180.1104, 181.1101,
9 181.1104, and 183.1201, to treat, for state tax purposes, the merger of a business
10 entity with one or more business entities under s. 179.77, 180.1101, 180.1104,
11 181.1101, 181.1104, or 183.1201 in the same manner as the merger is treated for
12 federal tax purposes.

13 **SECTION 4.** 77.21 (1e) of the statutes is amended to read:

14 77.21 **(1e)** “Mergers of corporations” means the merger or combination of 2 or
15 more corporations, nonstock corporations, limited liability companies, or limited
16 partnerships, or any combination thereof, under a plan of merger or a plan of
17 consolidation ~~or the combination of 2 or more limited liability companies under a~~
18 ~~plan of merger permitted by the laws that govern the entities.~~

19 **SECTION 5.** 77.25 (6d) of the statutes is created to read:

20 77.25 **(6d)** Pursuant to partnerships registering as limited liability
21 partnerships under s. 178.40.

22 **SECTION 6.** 77.25 (6m) of the statutes is created to read:

23 77.25 **(6m)** Pursuant to the conversion of a business entity to another form of
24 business entity under s. 179.76, 180.1161, 181.1161, or 183.1207, if, after the

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1 conversion, the ownership interests in the new entity are identical with the
2 ownership interests in the original entity immediately preceding the conversion.

3 **SECTION 7.** 77.61 (15) of the statutes is created to read:

4 77.61 (15) Notwithstanding any provision of ss. 179.76, 180.1161, 181.1161,
5 and 183.1207, a business entity that converts to another business entity under s.
6 179.76, 180.1161, 181.1161, or 183.1207 shall be subject to the provisions under this
7 subchapter applicable to liquidations, reorganizations, and business entity
8 formations.

9 **SECTION 8.** 178.43 of the statutes is renumbered 178.43 (1).

10 **SECTION 9.** 178.43 (2m) and (3m) of the statutes are created to read:

11 178.43 (2m) The registered agent of a registered limited liability partnership
12 or a foreign limited liability partnership may resign as registered agent by executing
13 and filing with the department a written statement that includes all of the following
14 information, as applicable:

15 (a) The name of the registered limited liability partnership or foreign
16 registered limited liability partnership for which the registered agent is acting.

17 (b) The name of the registered agent.

18 (c) If the registered agent is acting for a registered limited liability partnership,
19 the street address of the registered limited liability partnership.

20 (d) If the registered agent is acting for a foreign registered limited liability
21 partnership, the foreign registered limited liability partnership's current registered
22 office and the mailing address of the foreign registered limited liability partnership's
23 current principal office.

24 (e) A statement that the registered agent resigns.

25 (f) If the registered office is also discontinued, a statement to that effect.

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1 **(3m)** After the filing of a statement under sub. (2), the department shall mail
2 a copy of the statement to the registered limited liability partnership or foreign
3 registered limited liability partnership at the address provided under sub. (2) (c) or
4 (d).

5 **SECTION 10.** 178.46 (1) of the statutes is renumbered 178.46 (1r).

6 **SECTION 11.** 178.46 (1g) of the statutes is created to read:

7 178.46 **(1g)** In this section:

8 (a) “Deliver” means deliver by hand, mail, commercial delivery service,
9 electronic transmission, or any other method of delivery used in conventional
10 commercial practice.

11 (b) “Electronic” means relating to technology having electrical, digital,
12 magnetic, wireless, optical, electromagnetic, or similar capabilities.

13 (c) “Electronic signature” means an electronic sound, symbol, or process,
14 attached to or logically associated with a writing and executed or adopted by a person
15 with intent to authenticate the writing.

16 (d) “Sign” means to execute or adopt a manual, facsimile, conformed, or
17 electronic signature or any symbol with intent to authenticate a writing.

18 **SECTION 12.** 178.46 (2) and (4) of the statutes are amended to read:

19 178.46 **(2)** The department shall file photocopies or other reproduced copies of
20 typewritten or printed documents if the copies satisfy ~~sub. (1)~~ sub. (1r) and are
21 originally executed to satisfy sub. (3).

22 **(4)** The department may waive any of the requirements of ~~subs. (1) to (3)~~ subs.
23 (1r) to (3) if it appears from the face of the document that the document’s failure to
24 satisfy the requirement is immaterial.

25 **SECTION 13.** 178.48 (1) (intro.) of the statutes is amended to read:

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1 178.48 (1) (intro.) The Except as provided under sub. (4), the department shall
2 collect the following fees when the documents described under this subsection are
3 delivered to the department for filing:

4 **SECTION 14.** 178.48 (4) of the statutes is created to read:

5 178.48 (4) The department, by rule, may specify a larger fee for filing
6 documents described in sub. (1) in paper format.

7 **SECTION 15.** 178.51 (1) of the statutes is amended to read:

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

13 **SECTION 16.** 179.03 (2) of the statutes is amended to read:

14 179.03 (2) The Except as otherwise provided in this subsection, the reservation
15 shall be made by filing with the department an application executed by the applicant
16 to reserve a specified name together with a fee of \$10, or such larger amount as the
17 department requires by rule, if the application is filed in paper format. The
18 reservation may be made by making a telephone application to reserve a specified
19 name. The fee for a telephone application to reserve a specified name for 60 days is
20 \$20. If the department finds that the name is available for use by a domestic limited
21 partnership or foreign limited partnership, the department shall reserve the name
22 for the exclusive use of the applicant for a period of 60 days. ~~The department shall~~
23 ~~cancel the telephone application to reserve a specified name if the department does~~
24 ~~not receive the proper fee within 15 business days after the application. Once having~~
25 ~~reserved a name, the same applicant may not again reserve the same name until~~

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1 ~~more than 60 days after the expiration of the last 60-day period for which that~~
2 ~~applicant reserved that name. The Except as otherwise provided in this subsection,~~
3 ~~the right to the exclusive use of a reserved name may be transferred to any other~~
4 ~~person by filing with the department, together with a fee of \$10, a notice of the~~
5 ~~transfer executed by the applicant for whom the name was reserved and specifying~~
6 ~~the name and address of the transferee. The department may, by rule, specify a~~
7 ~~larger fee for filing a notice of transfer in paper format.~~

8 **SECTION 17.** 179.04 (1) (b) of the statutes is amended to read:

9 179.04 (1) (b) An agent for service of process on the limited partnership, which
10 agent must be an individual resident of this state, a domestic corporation, nonstock
11 corporation, limited partnership, registered limited liability partnership, or limited
12 liability company, or a foreign corporation, nonstock corporation, limited
13 partnership, registered limited liability partnership, or limited liability company
14 authorized to do business in this state, whose business office is identical with the
15 registered office.

16 **SECTION 18.** 179.045 of the statutes is created to read:

17 **179.045 Resignation of agent for service of process. (1)** An agent for
18 service of process may resign by executing and filing with the department a
19 statement, in duplicate, containing all of the following information, as applicable:

20 (a) The name of the domestic or foreign limited partnership for which the agent
21 is acting.

22 (b) The name and current street address of the agent.

23 (c) If the agent is acting for a domestic limited partnership, the address of the
24 domestic limited partnership's record office.

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1 (d) If the agent is acting for a foreign limited partnership, the address of the
2 foreign limited partnership's office in its state of organization.

3 (e) A statement that the agent resigns.

4 **(2)** The department shall note on one of the duplicates filed under sub. (1) the
5 date of filing and shall mail that duplicate to the limited partnership at the address
6 provided under sub. (1) (c) or (d).

7 **(3)** A resignation under this section is effective on the earlier of the following:

8 (a) Thirty days after the date on which the statement is filed under sub. (1).

9 (b) The date on which the appointment of a successor agent is effective.

10 **SECTION 19.** 179.11 (1) (intro.) of the statutes is amended to read:

11 179.11 **(1)** (intro.) To form a limited partnership, a certificate of limited
12 partnership must be executed and filed with the department. The certificate shall
13 be filed together with a fee of \$70 and, except that the department, by rule, may
14 specify a larger fee for certificates that are filed in paper format. Each certificate
15 shall contain all of the following information:

16 **SECTION 20.** 179.12 (1) (intro.) of the statutes is amended to read:

17 179.12 **(1)** (intro.) ~~A~~ Except as otherwise provided in this subsection, a
18 certificate of limited partnership is amended by filing a certificate of amendment
19 with the department, together with a fee of \$25. The department, by rule, may
20 specify a larger fee for certificates that are filed in paper format. No fee may be
21 collected for filing a certificate of amendment to reflect only a change in the name of
22 a registered agent. The certificate of amendment shall specify all of the following:

23 **SECTION 21.** 179.13 (intro.) of the statutes is amended to read:

24 **179.13 Cancellation of certificate.** (intro.) A certificate of limited
25 partnership shall be canceled upon the dissolution and the commencement of

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1 winding up of the limited partnership or at any other time that there are no limited
2 partners. A certificate of cancellation shall be filed together with a fee of \$10 with
3 the department ~~and, except that the department, by rule, may specify a larger fee for~~
4 certificates that are filed in paper format. Each certificate shall specify all of the
5 following:

6 **SECTION 22.** 179.14 (1) of the statutes is renumbered 179.14 (1r).

7 **SECTION 23.** 179.14 (1g) of the statutes is created to read:

8 179.14 (1g) In this section:

9 (a) “Electronic” has the meaning given in s. 179.16 (1g) (b).

10 (b) “Electronic signature” means an electronic sound, symbol, or process,
11 attached to or logically associated with a writing and executed or adopted by a person
12 with intent to authenticate the writing.

13 (c) “Sign” means to execute or adopt a manual, facsimile, conformed, or
14 electronic signature or any symbol with intent to authenticate a writing.

15 **SECTION 24.** 179.16 (1) of the statutes is renumbered 179.16 (1r).

16 **SECTION 25.** 179.16 (1g) of the statutes is created to read:

17 179.16 (1g) In this section:

18 (a) “Deliver” means deliver by hand, mail, commercial delivery service,
19 electronic transmission, or any other method of delivery used in conventional
20 commercial practice.

21 (b) “Electronic” means relating to technology having electrical, digital,
22 magnetic, wireless, optical, electromagnetic, or similar capabilities.

23 **SECTION 26.** 179.185 (1) of the statutes is amended to read:

24 179.185 (1) A limited partnership may integrate into a single instrument the
25 operative provisions of its certificate of limited partnership, as shown by the original

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1 certificate and amendments filed under this subchapter, and it may at the same time
2 also further amend its certificate of limited partnership by adopting a restated
3 certificate of limited partnership. The restated certificate shall be filed together with
4 a fee of \$25 with the department, except that the department, by rule, may specify
5 a larger fee for certificates that are filed in paper format.

6 **SECTION 27.** 179.24 (1) (b) of the statutes is amended to read:

7 179.24 (1) (b) Withdraws from future equity participation in the enterprise by
8 executing and filing with the department, together with a \$15 filing fee, a certificate
9 declaring withdrawal under this paragraph, except that the department, by rule,
10 may specify a larger fee for certificates that are filed in paper format.

11 **SECTION 28.** Subchapter VIII (title) of chapter 179 [precedes 179.70] of the
12 statutes is amended to read:

CHAPTER 179**SUBCHAPTER VIII****DISSOLUTION; CONVERSION; MERGER**

16 **SECTION 29.** 179.70 of the statutes is created to read:

17 **179.70 Definitions.** In this subchapter:

18 (1) “Business entity” means a domestic business entity and a foreign business
19 entity.

20 (2) “Domestic business entity” means a corporation, as defined in s. 180.0103
21 (5), a limited liability company, as defined in s. 183.0102 (10), a limited partnership,
22 or a corporation, as defined in s. 181.0103 (5).

23 (3) “Foreign business entity” means a foreign limited liability company, as
24 defined in s. 183.0102 (8), a foreign limited partnership, a foreign corporation, as
25 defined in s. 180.0103 (9), or a foreign corporation, as defined in s. 181.0103 (13).

SENATE BILL 333**SECTION 30**

1 **SECTION 30.** 179.76 of the statutes is created to read:

2 **179.76 Conversion. (1)** A domestic limited partnership may convert to
3 another form of business entity if it satisfies the requirements under this section and
4 if the conversion is permitted under the applicable law of the jurisdiction that
5 governs the organization of the business entity into which the domestic limited
6 partnership is converting.

7 **(2)** (a) A business entity other than a domestic limited partnership may convert
8 to a domestic limited partnership if it satisfies the requirements under this section
9 and if the conversion is permitted under the applicable law of the jurisdiction that
10 governs the business entity.

11 (b) A business entity converting into a domestic limited partnership shall
12 comply with the procedures that govern the submission and approval of a plan of
13 conversion of the jurisdiction that governs the business entity.

14 **(3)** A plan of conversion shall set forth all of the following:

15 (a) The name, form of business entity, and the identity of the jurisdiction
16 governing the business entity that is to be converted.

17 (b) The name, form of business entity, and the identity of the jurisdiction that
18 will govern the business entity after conversion.

19 (c) The terms and conditions of the conversion.

20 (d) The manner and basis of converting the shares or other ownership interests
21 of the business entity that is to be converted into the shares or other ownership
22 interests of the new form of business entity.

23 (e) The effective date and time of the conversion, if the conversion is to be
24 effective other than at the time of filing the certificate of conversion, as provided
25 under s. 179.11 (2) or otherwise.

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1 (f) A copy of the articles of incorporation, articles of organization, certificate of
2 limited partnership, or other similar governing document of the business entity after
3 conversion.

4 (g) Other provisions relating to the conversion, as determined by the business
5 entity.

6 **(4)** When a conversion is effective, all of the following apply:

7 (a) 1. Except with respect to taxation laws of each jurisdiction that are
8 applicable upon the conversion of the business entity, the business entity that is
9 converted is no longer subject to the applicable law of the jurisdiction that governed
10 the organization of the prior form of business entity and is subject to the applicable
11 law of the jurisdiction that governs the new form of business entity.

12 2. If the conversion is from or to a business entity under the laws applicable to
13 which one or more of the owners thereof is liable for the debts and obligations of such
14 business entity, such owner or owners shall continue to be or become so liable for
15 debts and obligations of such business entity, but only for such debts and obligations
16 accrued during the period or periods in which such laws are applicable to such owner
17 or owners. This subdivision does not affect liability under any taxation laws.

18 (b) The business entity continues to have all liabilities of the business entity
19 that was converted.

20 (c) The business entity continues to be vested with title to all property owned
21 by the business entity that was converted without reversion or impairment, provided
22 that, if the converting business entity has an interest in real estate in Wisconsin on
23 the date of the conversion, the converting business entity shall transfer that interest
24 to the business entity surviving the conversion and shall execute any real estate
25 transfer return required under s. 77.22. The business entity surviving the

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1 conversion shall promptly record the instrument of conveyance under s. 59.43 in the
2 office of the register of deeds for each county in which the real estate is located.

3 (d) The articles of incorporation, articles of organization, certificate of limited
4 partnership, or other similar governing document, whichever is applicable, of the
5 business entity are as provided in the plan of conversion.

6 (e) All other provisions of the plan of conversion apply.

7 (5) Except as provided under sub. (7), after a plan of conversion is submitted
8 and approved, the business entity that is to be converted shall deliver to the
9 department for filing a certificate of conversion that includes all of the following
10 together with a fee of \$150:

11 (a) The plan of conversion.

12 (b) A statement that the plan of conversion was approved in accordance with
13 the applicable law of the jurisdiction that governs the organization of the business
14 entity.

15 (c) The registered agent and registered office, record agent and record office,
16 or other similar agent and office of the business entity before and after conversion.

17 (6) Any civil, criminal, administrative, or investigatory proceeding that is
18 pending by or against a business entity that is converted may be continued by or
19 against the business entity after the effective date of conversion.

20 (7) The department, by rule, may specify a larger fee for filing a certificate of
21 conversion under sub. (5) in paper format.

22 **SECTION 31.** 179.77 of the statutes is created to read:

23 **179.77 Merger. (1)** One or more domestic limited partnerships may merge
24 with or into one or more other business entities if the merger is permitted under the
25 applicable laws of the jurisdiction that governs each other business entity that is a

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1 party to the merger and each business entity approves the plan of merger in the
2 manner required by the laws applicable to the business entity.

3 **(2)** The plan of merger shall set forth all of the following:

4 (a) The name, form of business entity, and identity of the jurisdiction governing
5 each business entity that is a party to the merger and the name, form of business
6 entity, and identity of the jurisdiction of the surviving business entity with, or into,
7 which each other business entity proposes to merge.

8 (b) The manner and basis of converting the interests in each business entity
9 that is a party to the merger into shares, interests obligations, or other securities of
10 the surviving business entity or any other business entity or into cash or other
11 property in whole or in part.

12 **(3)** The plan of merger may set forth any of the following:

13 (a) Amendments to the certificate of limited partnership or other similar
14 governing document of the surviving business entity.

15 (b) Other provisions relating to the merger.

16 **(4)** After a merger is authorized, and at any time before the articles of merger
17 are filed with the department, the planned merger may be abandoned, subject to any
18 contractual rights, without further action on the part of the shareholders or other
19 owners, in accordance with the procedure set forth in the plan of merger or, if none
20 is set forth, in the manner determined by the governing body of any business entity
21 that is a party to the merger.

22 **(5)** After a plan of merger is approved by each business entity that is a party
23 to the merger in the manner required by the laws applicable to each business entity,
24 the surviving business entity shall deliver to the department the fee specified under
25 sub. (5m) and articles of merger that include all of the following:

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1 (a) The plan of merger.

2 (b) A statement that the plan was approved by each business entity that is a
3 party to the merger in the manner required by the laws applicable to each business
4 entity.

5 (c) The effective date and time of the merger, if the merger is to take effect at
6 a time other than the close of business on the date of filing the articles of merger
7 under s. 179.11 (2).

8 (d) Other provisions relating to the merger, as determined by the surviving
9 business entity.

10 **(5m)** The fee for filing articles of merger is \$150, except that the department,
11 by rule, may specify a larger fee for filing articles in paper format.

12 **(6)** A merger has the following effects:

13 (a) Every other business entity that is a party to the merger merges into the
14 surviving business entity, and the separate existence of every business entity, except
15 the surviving business entity, ceases.

16 (b) 1. If, under the laws applicable to a business entity that is a party to the
17 merger, one or more of the owners thereof is liable for the debts and obligations of
18 such business entity, such owner or owners shall continue to be liable for the debts
19 and obligations of the business entity, but only for such debts and obligations accrued
20 during the period or periods in which such laws are applicable to such owner or
21 owners.

22 2. If, under the laws applicable to the surviving business entity, one or more of
23 the owners thereof is liable for the debts and obligations of such business entity, the
24 owner or owners of a business entity that is party to the merger, other than the
25 surviving business entity, who become subject to such laws shall be liable for the

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1 debts and obligations of the surviving business entity to the extent provided in such
2 laws, but only for such debts and obligations accrued after the merger. The owner
3 or owners of the surviving business entity prior to the merger shall continue to be
4 liable for the debts and obligations of the surviving business entity to the extent
5 provided in subd. 1.

6 (c) The title to all property owned by each business entity that is a party to the
7 merger is vested in the surviving business entity without reversion or impairment,
8 provided that, if a merging business entity has an interest in real estate in Wisconsin
9 on the date of the merger, the merging business entity shall transfer that interest to
10 the business entity surviving the merger and shall execute any real estate transfer
11 return required under s. 77.22. The business entity surviving the merger shall
12 promptly record the instrument of conveyance under s. 59.43 in the office of the
13 register of deeds for each county in which the real estate is located.

14 (d) The surviving business entity has all liabilities of each business entity that
15 is party to the merger.

16 (e) A civil, criminal, administrative, or investigatory proceeding pending by or
17 against any business entity that is a party to the merger may be continued as if the
18 merger did not occur, or the surviving business entity may be substituted in the
19 proceeding for the business entity whose existence ceased.

20 (f) The articles of incorporation, articles of organization, certificate of limited
21 partnership, or other similar governing document, whichever is applicable, of the
22 surviving business entity shall be amended to the extent provided in the plan of
23 merger.

24 (g) The shares or other interests of each business entity that is party to the
25 merger that are to be converted into shares, interests, obligations, or other securities

SENATE BILL 333**SECTION 31**

1 of the surviving business entity or any other business entity or into cash or other
2 property are converted, and the former holders of the shares or interests are entitled
3 only to the rights provided in the articles of merger or to their rights under the laws
4 applicable to each business entity that is a party to the merger.

5 (h) If the surviving business entity is a foreign business entity, the department
6 is the agent of the surviving foreign business entity for service of process in a
7 proceeding to enforce any obligation of any business entity that is a party to the
8 merger or the rights of the dissenting members or other owners of each business
9 entity that is a party to the merger.

10 (i) When a merger takes effect, any surviving foreign business entity of the
11 merger shall promptly pay to the dissenting shareholders of each domestic
12 corporation or dissenting owners of each other domestic business entity that is a
13 party to the merger the amount, if any, to which they are entitled under ss. 180.1301
14 to 180.1331 or under any law applicable to the other domestic business entity.

15 **SECTION 32.** 179.82 (intro.) of the statutes is amended to read:

16 **179.82 Registration.** (intro.) Before transacting business in this state, a
17 foreign limited partnership shall register with the department. A foreign limited
18 partnership shall submit in duplicate, together with a filing fee of \$75, an application
19 for registration as a foreign limited partnership, signed and sworn to by a general
20 partner ~~and setting, except that the department, by rule, may specify a larger fee for~~
21 applications that are filed in paper format. Each application shall set forth all of the
22 following:

23 **SECTION 33.** 179.82 (4) of the statutes is amended to read:

24 179.82 (4) The name and address of an agent for service of process on the
25 foreign limited partnership, who must be an individual resident of this state, a

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1 domestic corporation, nonstock corporation, limited partnership, registered limited
2 liability partnership, or limited liability company, or a foreign corporation, nonstock
3 corporation, limited partnership, registered limited liability partnership, or limited
4 liability company ~~having a place of business and~~ authorized to do business in this
5 state, whose business office is identical with the registered office.

6 **SECTION 34.** 179.86 (1) of the statutes is amended to read:

7 179.86 (1) A foreign limited partnership may cancel its registration by filing
8 with the department, together with a filing fee of \$15, a certificate of cancellation
9 signed and sworn to by a general partner, except that the department, by rule, may
10 specify a larger fee for certificates that are filed in paper format.

11 **SECTION 35.** 179.88 of the statutes, as affected by 2001 Wisconsin Act 16, is
12 amended to read:

13 **179.88 Substituted service.** Service of process on the department under this
14 subchapter shall be made by serving of duplicate copies of the process on the
15 department, together with the fee established under s. 182.01 (4) (c). The
16 department shall mail notice of the service and a copy of the process within 10 days
17 addressed to the foreign limited partnership at its office in the state of its
18 organization or its principal office, as appearing on the records of the department
19 from information supplied under s. 179.82 (6). The time within which the foreign
20 limited partnership may answer or move to dismiss under s. 802.06 (2) does not start
21 to run until 10 days after the date of the mailing. The department shall keep a record
22 of service of process under this section showing the day and hour of service and the
23 date of mailing.

24 **SECTION 36.** 180.0103 (7g) of the statutes is created to read:

SENATE BILL 333**SECTION 36**

1 180.0103 (7g) “Electronic” means relating to technology having electrical,
2 digital, magnetic, wireless, optical, electromagnetic, or similar capabilities.

3 **SECTION 37.** 180.0103 (7k) of the statutes is created to read:

4 180.0103 (7k) “Electronic signature” means an electronic sound, symbol, or
5 process, attached to or logically associated with a writing and executed or adopted
6 by a person with intent to authenticate the writing.

7 **SECTION 38.** 180.0103 (16) of the statutes is amended to read:

8 180.0103 (16) “Signed” or “signature” includes any the execution or adoption
9 of a manual, facsimile, conformed, or electronic signature, or any symbol executed
10 or adopted by a party with present intention to authenticate a writing or electronic
11 transmission, with intent to authenticate a writing.

12 **SECTION 39.** 180.0121 (1) (a) 4. of the statutes is created to read:

13 180.0121 (1) (a) 4. An application for a certificate of conversion under s.
14 180.1161 (5).

15 **SECTION 40.** 180.0122 (1) (intro.) of the statutes is amended to read:

16 180.0122 (1) (intro.) The Except as provided under sub. (5), the department
17 shall collect the following fees when the documents described in this subsection are
18 delivered for filing or, under pars. (e) and (f), the telephone applications are made:

19 **SECTION 41.** 180.0122 (1) (j) of the statutes is amended to read:

20 180.0122 (1) (j) Subject to sub. (3) (c), domestic corporation’s or foreign
21 corporation’s statement of change of ~~registered agent or registered office or both~~, \$10.

22 **SECTION 42.** 180.0122 (1) (o) of the statutes, as affected by 2001 Wisconsin Act
23 16, is repealed and recreated to read:

24 180.0122 (1) (o) Articles of merger, \$150.

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1 **SECTION 43.** 180.0122 (1) (x) of the statutes, as affected by 2001 Wisconsin Act
2 16, is amended to read:

3 180.0122 **(1)** (x) Annual report of a domestic corporation ~~that is submitted to~~
4 ~~the department by authorized electronic means, \$25; annual report of a domestic~~
5 ~~corporation that is submitted to the department on paper, \$40.~~

6 **SECTION 44.** 180.0122 (1) (y) of the statutes, as affected by 2001 Wisconsin Act
7 16, is amended to read:

8 180.0122 **(1)** (y) Annual report of a foreign corporation ~~that is submitted to the~~
9 ~~department by authorized electronic means, \$65, and annual report submitted to the~~
10 ~~department on paper, \$80, and in case the annual report shows that the foreign~~
11 ~~corporation employs in this state capital in excess of the amount of capital on which~~
12 ~~a fee has previously been paid, computed as provided in s. 180.1503, an additional~~
13 ~~fee which, with previous payments made on account of capital employed in this state,~~
14 ~~will amount to \$2 for each \$1,000 or fraction thereof of the excess.~~

15 **SECTION 45.** 180.0122 (1) (yr) of the statutes is created to read:

16 180.0122 **(1)** (yr) A certificate of conversion, \$150.

17 **SECTION 46.** 180.0122 (5) of the statutes is created to read:

18 180.0122 **(5)** The department, by rule, may specify a larger fee for filing
19 documents described in sub. (1) in paper format.

20 **SECTION 47.** 180.0125 (1) of the statutes is amended to read:

21 180.0125 **(1)** Upon receipt of a document by the department for filing, the
22 department shall stamp or otherwise endorse the date ~~and time~~ of receipt on the
23 original, the document copy and, upon request, any additional document copy
24 received. The department shall return any additional document copy to the person
25 delivering it, as confirmation of the date ~~and time~~ of receipt.

SENATE BILL 333**SECTION 47d**

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

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

7 **SECTION 48.** 180.0402 (1) of the statutes is amended to read:

8 180.0402 (1) A person may reserve the exclusive use of a corporate name,
9 including a fictitious name for a foreign corporation whose corporate name is not
10 available, by delivering an application to the department for filing or by making a
11 telephone application. The application shall include the name and address of the
12 applicant and the name proposed to be reserved. If the department finds that the
13 corporate name applied for under this subsection is available, the department shall
14 reserve the name for the applicant's exclusive use for a 120-day period, which may
15 be renewed by the applicant or a transferee under sub. (2) from time to time. ~~If an
16 application to reserve a name or to renew a reserved name is made by telephone, the
17 department shall cancel the reservation or renewal if the department does not
18 receive the fee required under s. 180.0122 (1) (e) or (f) within 15 business days after
19 the application is made.~~

20 **SECTION 49.** 180.0501 (2) and (3) of the statutes are amended to read:

21 180.0501 (2) A domestic corporation, a nonstock corporation, a limited
22 partnership, a registered limited liability partnership, or a limited liability company
23 incorporated, registered, or organized in this state, whose business office is identical
24 with the registered office.

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1 **(3)** A foreign corporation, nonstock corporation, limited partnership,
2 registered limited liability partnership, or limited liability company authorized to
3 transact business in this state whose business office is identical with the registered
4 office.

5 **SECTION 50.** Subchapter XI (title) of chapter 180 [precedes 180.1100] of the
6 statutes is amended to read:

CHAPTER 180**SUBCHAPTER XI****MERGER AND, SHARE****EXCHANGE, AND CONVERSION**

11 **SECTION 51.** 180.1100 of the statutes is created to read:

12 **180.1100 Definitions.** In this subchapter:

13 **(1)** “Business entity” means a domestic business entity and a foreign business
14 entity.

15 **(2)** “Domestic business entity” means a corporation, a limited liability
16 company, as defined in s. 183.0102 (10), a limited partnership, as defined in s. 179.01
17 (7), or a corporation, as defined in s. 181.0103 (5).

18 **(3)** “Foreign business entity” means a foreign limited liability company, as
19 defined in s. 183.0102 (8), a foreign limited partnership, as defined in s. 179.01 (4),
20 a foreign corporation, as defined in s. 180.0103 (9), or a foreign corporation, as
21 defined in s. 181.0103 (13).

22 **SECTION 52.** 180.1101 (1) of the statutes is amended to read:

23 180.1101 **(1)** One or more corporations may merge into another corporation
24 with or into one or more other business entities if the board of directors of each
25 corporation, by resolution adopted by each board, approves a plan of merger and, if

SENATE BILL 333**SECTION 52**

1 required by s. 180.1103, its shareholders also approve the plan of merger, and if the
2 merger is permitted under the applicable law of the jurisdiction that governs each
3 other business entity that is a party to the merger and each such business entity
4 approves the plan of merger in the manner required by the laws applicable to the
5 business entity.

6 **SECTION 53.** 180.1101 (2) (a) of the statutes is amended to read:

7 180.1101 (2) (a) The name ~~of each corporation,~~ form of business entity, and
8 identity of the jurisdiction governing each business entity planning to merge and the
9 name, form of business entity, and identity of the jurisdiction of the surviving
10 ~~corporation~~ business entity into which each other ~~corporation~~ business entity plans
11 to merge.

12 **SECTION 54.** 180.1101 (2) (c) of the statutes is amended to read:

13 180.1101 (2) (c) The manner and basis of converting the ~~shares of each~~
14 ~~corporation into shares~~ or other interests in each business entity that is a party to
15 the merger into shares, interests, obligations, or other securities of the surviving
16 ~~corporation~~ business entity or any other ~~corporation~~ business entity or into cash or
17 other property in whole or part.

18 **SECTION 55.** 180.1101 (3) (a) of the statutes is amended to read:

19 180.1101 (3) (a) Amendments to the articles of incorporation or other similar
20 governing document of the surviving ~~corporation~~ business entity.

21 **SECTION 56.** 180.1102 (1) of the statutes is amended to read:

22 180.1102 (1) A corporation may acquire all of the outstanding shares of one or
23 more classes or series of another ~~corporation~~ business entity if the board of directors
24 of each corporation, by resolution adopted by each board, approves a plan of share
25 exchange and, if required by s. 180.1103, its shareholders also approve the plan of

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1 share exchange, and if the share exchange is permitted under the applicable law of
2 the jurisdiction that governs the other business entity and the other business entity
3 approves the plan of share exchange in the manner required by the laws of the
4 jurisdiction that governs the other business entity.

5 **SECTION 57.** 180.1102 (2) (a) of the statutes is amended to read:

6 180.1102 **(2)** (a) The name of the corporation, form of business entity, and
7 identity of the jurisdiction governing the business entity whose shares will be
8 acquired and the name of the acquiring ~~corporation~~ business entity.

9 **SECTION 58.** 180.1102 (2) (c) of the statutes is amended to read:

10 180.1102 **(2)** (c) The manner and basis of exchanging the shares or other
11 ownership interests to be acquired for shares, obligations or other securities of the
12 acquiring or any other ~~corporation~~ business or for cash or other property in whole or
13 part.

14 **SECTION 59.** 180.1103 (6) of the statutes is amended to read:

15 180.1103 **(6)** MERGER OR SHARE EXCHANGE ABANDONED. After a merger or share
16 exchange is authorized, and at any time before articles of merger or share exchange
17 are filed, the planned merger or share exchange may be abandoned, subject to any
18 contractual rights, without further ~~shareholder~~ action on the part of shareholders or
19 other owners, in accordance with the procedure set forth in the plan of merger or
20 share exchange or, if none is set forth, in the manner determined by the board of
21 directors or other similar governing body of any other business entity that is a party
22 to the merger.

23 **SECTION 60.** 180.1104 (title) of the statutes is amended to read:

24 **180.1104** (title) **Merger of subsidiary or parent.**

25 **SECTION 61.** 180.1104 (1) of the statutes is amended to read:

SENATE BILL 333**SECTION 61**

1 180.1104 (1) A parent corporation owning at least 90% of the outstanding
2 shares of each class of a subsidiary corporation or at least 90% of the outstanding
3 interests of each class of any other subsidiary business entity may merge the
4 subsidiary into itself the parent or the parent into the subsidiary without approval
5 of the shareholders of the parent or the shareholders or other owners of the
6 subsidiary.

7 **SECTION 62.** 180.1104 (2) (b) of the statutes is amended to read:

8 180.1104 (2) (b) The manner and basis of converting the shares or other
9 interests of the subsidiary or parent into shares, interests, obligations, or other
10 securities of the parent surviving business entity or any other ~~corporation~~ business
11 entity or into cash or other property in whole or part.

12 **SECTION 63.** 180.1104 (3) of the statutes is amended to read:

13 180.1104 (3) The parent shall mail a copy or summary of the plan of merger to
14 each shareholder or other owner of the ~~subsidiary~~ merging business entity who does
15 not waive the mailing requirement in writing.

16 **SECTION 64.** 180.1104 (4) of the statutes is amended to read:

17 180.1104 (4) The parent may not deliver articles of merger to the department
18 for filing until at least 30 10 days after the date on which it mailed a copy of the plan
19 of merger to each shareholder or other owner of the ~~subsidiary~~ merging business
20 entity who did not waive the mailing requirement.

21 **SECTION 65.** 180.1104 (5) of the statutes is amended to read:

22 180.1104 (5) Articles of merger under this section may not contain
23 amendments to the articles of incorporation of the ~~parent corporation~~ surviving
24 business entity, except for amendments enumerated in s. 180.1002 or otherwise not
25 requiring the approval of the shareholders or other owners of the entity.

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1 **SECTION 66.** 180.1105 (1) (intro.) of the statutes is amended to read:

2 180.1105 (1) (intro.) Except as provided in s. 180.1104 (4), after a plan of merger
3 or share exchange is approved by the shareholders of the corporation, or adopted by
4 the board of directors if shareholder approval is not required, and by each other
5 business entity that is a party to the merger in the manner required by the laws
6 applicable to the business entity, the surviving or acquiring ~~corporation~~ business
7 entity shall deliver to the department for filing articles of merger or share exchange
8 setting forth all of the following:

9 **SECTION 67.** 180.1105 (1) (b) of the statutes is amended to read:

10 180.1105 (1) (b) A statement that the plan was approved by each domestic
11 corporation that is a party to the merger in accordance with s. 180.1103 or 180.1104,
12 whichever is applicable, and by each other business entity that is a party to the
13 merger in the manner required by the laws applicable to the business entity.

14 **SECTION 68.** 180.1105 (1) (c) of the statutes is created to read:

15 180.1105 (1) (c) The effective date and time of the merger or share exchange,
16 if the merger or share exchange is to take effect at a time other than the close of
17 business on the date of filing the articles of merger, as provided under s. 180.0123.

18 **SECTION 69.** 180.1105 (1) (d) of the statutes is created to read:

19 180.1105 (1) (d) Other provisions relating to the merger, as determined by the
20 surviving business entity.

21 **SECTION 70.** 180.1106 (1) (a) of the statutes is amended to read:

22 180.1106 (1) (a) Every other ~~corporation~~ business entity that is party to the
23 merger merges into the surviving ~~corporation~~ business entity, and the separate
24 existence of every ~~corporation~~ business entity that is a party to the merger, except
25 the surviving ~~corporation~~ business entity, ceases.

SENATE BILL 333**SECTION 71**

1 **SECTION 71.** 180.1106 (1) (am) of the statutes is created to read:

2 180.1106 (1) (am) 1. If, under the laws applicable to a business entity that is
3 a party to the merger, one or more of the owners thereof is liable for the debts and
4 obligations of such business entity, such owner or owners shall continue to be liable
5 for the debts and obligations of the business entity, but only for such debts and
6 obligations accrued during the period or periods in which such laws are applicable
7 to such owner or owners.

8 2. If, under the laws applicable to the surviving business entity, one or more of
9 the owners thereof is liable for the debts and obligations of such business entity, the
10 owner or owners of a business entity that is party to the merger, other than the
11 surviving business entity, who become subject to such laws shall be liable for the
12 debts and obligations of the surviving business entity to the extent provided in such
13 laws, but only for such debts and obligations accrued after the merger. The owner
14 or owners of the surviving business entity prior to the merger shall continue to be
15 liable for the debts and obligations of the surviving business entity to the extent
16 provided in subd. 1.

17 3. This paragraph does not affect liability under any taxation laws.

18 **SECTION 72.** 180.1106 (1) (b) of the statutes is amended to read:

19 180.1106 (1) (b) The title to all property owned by each ~~corporation~~ business
20 entity that is party to the merger is vested in the surviving ~~corporation~~ business
21 entity without reversion or impairment, provided that, if a merging business entity
22 has an interest in real estate in Wisconsin on the date of the merger, the merging
23 business entity shall transfer that interest to the business entity surviving the
24 merger and shall execute any real estate transfer return required under s. 77.22.
25 The business entity surviving the merger shall promptly record the instrument of

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1 conveyance under s. 59.43 in the office of the register of deeds for each county in
2 which the real estate is located.

3 **SECTION 73.** 180.1106 (1) (c) of the statutes is amended to read:

4 180.1106 (1) (c) The surviving ~~corporation~~ business entity has all liabilities of
5 each ~~corporation~~ business entity that is party to the merger.

6 **SECTION 74.** 180.1106 (1) (d) of the statutes is amended to read:

7 180.1106 (1) (d) A civil, criminal, administrative, or investigatory proceeding
8 pending by or against any corporation business entity that is a party to the merger
9 may be continued as if the merger did not occur, or the surviving ~~corporation~~ business
10 entity may be substituted in the proceeding for the ~~corporation~~ business entity whose
11 existence ceased.

12 **SECTION 75.** 180.1106 (1) (e) of the statutes is repealed and recreated to read:

13 180.1106 (1) (e) The articles of incorporation, articles of organization,
14 certificate of limited partnership, or other similar governing document, whichever
15 is applicable, of the surviving business entity shall be amended to the extent
16 provided in the plan of merger.

17 **SECTION 76.** 180.1106 (1) (f) of the statutes is amended to read:

18 180.1106 (1) (f) The shares or other interests of each ~~corporation~~ business
19 entity that is party to the merger that are to be converted into shares, interests,
20 obligations, or other securities of the surviving ~~corporation~~ business entity or any
21 other ~~corporation~~ business entity or into cash or other property are converted, and
22 the former holders of the shares or interests are entitled only to the rights provided
23 in the articles of merger or to their rights under ss. 180.1301 to 180.1331 or otherwise
24 under the laws applicable to each business entity that is party to the merger.

25 **SECTION 77.** 180.1106 (3) of the statutes is created to read:

SENATE BILL 333**SECTION 77**

1 180.1106 **(3)** (a) When a merger or share exchange under this section takes
2 effect, the department is the agent of any surviving foreign business entity of a
3 merger or any acquiring foreign business entity in a share exchange, for service of
4 process in a proceeding to enforce any obligation or the rights of dissenting
5 shareholders or other owners of each domestic business entity that is a party to the
6 merger or share exchange.

7 (b) When a merger or share exchange under this section takes effect, any
8 surviving foreign business entity of a merger or any acquiring foreign business entity
9 in a share exchange shall promptly pay to the dissenting shareholders of each
10 domestic corporation or dissenting owners of each other domestic business entity
11 that is a party to the merger or share exchange the amount, if any, to which they are
12 entitled under ss. 180.1301 to 180.1331 or under any law applicable to such other
13 domestic business entity.

14 **SECTION 78.** 180.1107 of the statutes is repealed.

15 **SECTION 79.** 180.1150 (3) (e) of the statutes is amended to read:

16 180.1150 **(3)** (e) Shares acquired under s. 180.1101, 180.1102, or 180.1104 ~~or~~
17 ~~180.1107~~ if the resident domestic corporation is a party to the merger or share
18 exchange.

19 **SECTION 80.** 180.1161 of the statutes is created to read:

20 **180.1161 Conversion. (1)** (a) A domestic corporation may convert to another
21 form of business entity if it satisfies the requirements under this section and if the
22 conversion is permitted under the applicable law of the jurisdiction that governs the
23 organization of the business entity into which the domestic corporation is converting.

24 (b) In addition to satisfying any applicable legal requirements of the
25 jurisdiction that governs the organization of the business entity into which the

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1 domestic corporation is converting and that relate to the submission and approval
2 of a plan of conversion, the domestic corporation shall comply with the procedures
3 that govern a plan of merger under s. 180.1103 for the submission and approval of
4 a plan of conversion.

5 (2) (a) A business entity other than a domestic corporation may convert to a
6 domestic corporation if it satisfies the requirements under this section and if the
7 conversion is permitted under the applicable law of the jurisdiction that governs the
8 business entity.

9 (b) A business entity converting into a domestic corporation shall comply with
10 the procedures that govern the submission and approval of a plan of conversion of
11 the jurisdiction that governs the business entity.

12 (3) A plan of conversion shall set forth all of the following:

13 (a) The name, form of business entity, and the identity of the jurisdiction
14 governing the business entity that is to be converted.

15 (b) The name, form of business entity, and the identity of the jurisdiction that
16 will govern the business entity after conversion.

17 (c) The terms and conditions of the conversion.

18 (d) The manner and basis of converting the shares or other ownership interests
19 of the business entity that is to be converted into the shares or other ownership
20 interests of the new form of business entity.

21 (e) The effective date and time of the conversion, if the conversion is to be
22 effective other than at the close of business on the date of filing the certificate of
23 conversion, as provided under s. 180.0123.

SENATE BILL 333**SECTION 80**

1 (f) A copy of the articles of incorporation, articles of organization, certificate of
2 limited partnership, or other similar governing document of the business entity after
3 conversion.

4 (g) Other provisions relating to the conversion, as determined by the business
5 entity.

6 **(4)** When a conversion is effective, all of the following shall occur:

7 (a) 1. Except with respect to taxation laws of each jurisdiction that are
8 applicable upon the conversion of the business entity, the business entity that was
9 converted is no longer subject to the applicable law of the jurisdiction that governed
10 the organization of the prior form of business entity and is subject to the applicable
11 law of the jurisdiction that governs the new form of business entity.

12 2. If the conversion is from or to a business entity under the laws applicable to
13 which one or more of the owners thereof is liable for the debts and obligations of such
14 business entity, such owner or owners shall continue to be or become so liable for
15 debts and obligations of such business entity, but only for such debts and obligations
16 accrued during the period or periods in which such laws are applicable to such owner
17 or owners. This subdivision does not affect liability under any taxation laws.

18 (b) The business entity continues to have all liabilities of the business entity
19 that was converted.

20 (c) The business entity continues to be vested with title to all property owned
21 by the business entity that was converted without reversion or impairment, provided
22 that, if the converting business entity has an interest in real estate in Wisconsin on
23 the date of the conversion, the converting business entity shall transfer that interest
24 to the business entity surviving the conversion and shall execute any real estate
25 transfer return required under s. 77.22. The business entity surviving the

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1 conversion shall promptly record the instrument of conveyance under s. 59.43 in the
2 office of the register of deeds for each county in which the real estate is located.

3 (d) The articles of incorporation, articles of organization, certificate of limited
4 partnership, or other similar governing document, whichever is applicable, of the
5 business entity are as provided in the plan of conversion.

6 (e) All other provisions of the plan of conversion apply.

7 **(5)** After a plan of conversion is submitted and approved, the business entity
8 that is to be converted shall deliver to the department for filing a certificate of
9 conversion that includes all of the following:

10 (a) The plan of conversion.

11 (b) A statement that the plan of conversion was approved in accordance with
12 the applicable law of the jurisdiction that governs the organization of the business
13 entity.

14 (c) The registered agent and registered office, record agent and record office,
15 or other similar agent and office of the business entity before and after conversion.

16 **(6)** Any civil, criminal, administrative, or investigatory proceeding that is
17 pending by or against a business entity that is converted may be continued by or
18 against the business entity after the effective date of conversion.

19 **SECTION 81.** 180.1302 (1) (cm) of the statutes is created to read:

20 180.1302 **(1)** (cm) Consummation of a plan of conversion.

21 **SECTION 82.** 180.1421 (1) and (2) of the statutes are amended to read:

22 180.1421 **(1)** If the department determines that one or more grounds exist
23 under s. 180.1420 for dissolving a corporation, the department shall serve give the
24 corporation under s. ~~180.0504~~ with written 180.0141 notice of the determination.

SENATE BILL 333**SECTION 82**

1 Notwithstanding s. 180.0141 (2) (b), (3), and (4), the notice shall be in writing and
2 addressed to the registered office of the corporation.

3 (2) (a) Within 60 days after ~~service of the notice is perfected~~ takes effect under
4 s. ~~180.0504~~ 180.0141 (5) (a), the corporation shall correct each ground for dissolution
5 or demonstrate to the reasonable satisfaction of the department that each ground
6 determined by the department does not exist.

7 (b) If the corporation fails to satisfy par. (a), the department shall
8 administratively dissolve the corporation ~~by issuing a certificate of dissolution that~~
9 ~~recites each ground for dissolution and its effective date.~~ The department shall file
10 ~~the original of the certificate and serve a copy on the corporation under s. 180.0504~~
11 enter a notation in its records to reflect each ground for dissolution and the effective
12 date of dissolution and shall give the corporation under s. 180.0141 notice of those
13 facts. Notwithstanding s. 180.0141 (2) (b), (3), and (4), the notice shall be in writing
14 and addressed to the registered office of the corporation.

15 **SECTION 83.** 180.1421 (2m) of the statutes is created to read:

16 180.1421 (2m) (a) If a notice under sub. (1) or (2) (b) is returned to the
17 department as undeliverable, the department shall again give notice to the
18 corporation under s. 180.0141. Notwithstanding s. 180.0141 (2) (b), (3), and (4) and
19 except as provided under par. (b), the notice under this paragraph shall be in writing
20 and addressed to the principal office of the corporation.

21 (b) If the notice under par. (a) is returned to the department as undeliverable
22 or if the corporation's principal office cannot be determined from the records of the
23 department, the department shall give the notice by publishing a class 2 notice under
24 ch. 985 in the official state newspaper.

25 **SECTION 84.** 180.1504 (1) (intro.) and (b) of the statutes are amended to read:

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1 180.1504 **(1)** (intro.) A foreign corporation authorized to transact business in
2 this state shall obtain an amended certificate of authority from the department if it
3 the foreign corporation changes any of the following:

4 (b) ~~The~~ Its date of incorporation or the period of its duration.

5 **SECTION 85.** 180.1507 (2) of the statutes is amended to read:

6 180.1507 **(2)** A domestic corporation, a nonstock corporation, a limited
7 partnership, a registered limited liability partnership, or a limited liability company
8 incorporated, registered, or organized in this state, whose business office is identical
9 with the registered office.

10 **SECTION 86.** 180.1507 (3) of the statutes is amended to read:

11 180.1507 **(3)** A foreign corporation, nonstock corporation, limited partnership,
12 registered limited liability partnership, or limited liability company authorized to
13 transact business in this state, whose business office is identical with the registered
14 office.

15 **SECTION 87.** 180.1530 (1m) and (2) of the statutes are amended to read:

16 180.1530 **(1m)** If the department receives a certificate under sub. (1) (f) and a
17 statement by the foreign corporation that the certificate is submitted by the foreign
18 corporation to terminate its authority to transact business in this state, the
19 department shall ~~issue a certificate of revocation~~ revoke the foreign corporation's
20 certificate of authority under s. 180.1531 (2) (b).

21 **(2)** A court may revoke under s. 946.87 the certificate of authority of a foreign
22 corporation authorized to transact business in this state. The court shall notify the
23 department of the action, and the department shall ~~issue a certificate of revocation~~
24 revoke the foreign corporation's certificate of authority under s. 180.1531 (2) (b).

25 **SECTION 88.** 180.1531 (1) and (2) (a) and (b) of the statutes are amended to read:

SENATE BILL 333**SECTION 88**

1 180.1531 (1) If the department determines that one or more grounds exist
2 under s. 180.1530 (1) for revocation of a certificate of authority, the department shall
3 ~~serve~~ give the foreign corporation under s. ~~180.1510 with written~~ 180.0141 notice of
4 the determination. Notwithstanding s. 180.0141 (2) (b), (3), and (4), the notice shall
5 be in writing and addressed to the registered office of the foreign corporation.

6 (2) (a) Within 60 days after ~~service of the notice is perfected~~ takes effect under
7 s. ~~180.1510~~ 180.0141 (5) (a), the foreign corporation shall correct each ground for
8 revocation or demonstrate to the reasonable satisfaction of the department that each
9 ground determined by the department does not exist.

10 (b) If the foreign corporation fails to satisfy par. (a), the department may revoke
11 the foreign corporation's certificate of authority by ~~issuing a certificate of revocation~~
12 ~~that recites~~ entering a notation in the department's records to reflect each ground for
13 revocation and its the effective date of the revocation. The department shall ~~file the~~
14 ~~original of the certificate and serve a copy on~~ give the foreign corporation under s.
15 ~~180.1510~~ 180.0141 notice of each ground for revocation and the effective date of the
16 revocation. Notwithstanding s. 180.0141 (2) (b), (3), and (4), the notice shall be in
17 writing and addressed to the registered office of the foreign corporation.

18 **SECTION 89.** 180.1531 (2m) of the statutes is created to read:

19 180.1531 (2m) (a) If a notice under sub. (1) or (2) (b) is returned to the
20 department as undeliverable, the department shall again give notice to the
21 corporation under s. 180.0141. Notwithstanding s. 180.0141 (2) (b), (3), and (4) and
22 except as provided under par. (b), the notice under this paragraph shall be in writing
23 and addressed to the principal office of the foreign corporation.

24 (b) If the notice under par. (a) is returned to the department as undeliverable
25 or if the corporation's principal office cannot be determined from the records of the

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1 department, the department shall give the notice by publishing a class 2 notice under
2 ch. 985 in the official state newspaper.

3 **SECTION 90.** 180.1532 (1) of the statutes is amended to read:

4 180.1532 **(1)** A foreign corporation may appeal the department's revocation of
5 its certificate of authority under s. 180.1530 (1) to the circuit court for the county
6 where the foreign corporation's principal office or, if none in this state, its registered
7 office is located, within 30 days after ~~service of the certificate~~ the notice of revocation
8 ~~is perfected~~ takes effect under s. ~~180.1510~~ 180.0141 (5) (a). The foreign corporation
9 shall appeal by petitioning the court to set aside the revocation and attaching to the
10 petition copies of its certificate of authority and the department's ~~certificate~~ notice
11 of revocation.

12 **SECTION 91.** 180.1709 of the statutes is repealed.

13 **SECTION 92.** 181.0103 (7) of the statutes is repealed and recreated to read:

14 181.0103 **(7)** "Deliver" means deliver by hand, mail, commercial delivery
15 service, electronic transmission, or any other method of delivery used in
16 conventional commercial practice.

17 **SECTION 93.** 181.0103 (10m) and (10p) of the statutes are created to read:

18 181.0103 **(10m)** "Electronic" means relating to technology having electrical,
19 digital, magnetic, wireless, optical, electromagnetic, or similar capabilities.

20 **(10p)** "Electronic signature" means an electronic sound, symbol, or process,
21 attached to or logically associated with a writing and executed or adopted by a person
22 with intent to authenticate the writing.

23 **SECTION 94.** 181.0103 (23) of the statutes is repealed and recreated to read:

24 181.0103 **(23)** "Sign" means to execute or adopt a manual, facsimile, conformed,
25 or electronic signature or any symbol with intent to authenticate a writing.

SENATE BILL 333**SECTION 95**

1 **SECTION 95.** 181.0121 (1) (a) 4. of the statutes is created to read:

2 181.0121 (1) (a) 4. An application for a certificate of conversion under s.
3 181.1161 (5).

4 **SECTION 96.** 181.0122 (1) (intro.) of the statutes is amended to read:

5 181.0122 (1) FILING FEE SCHEDULE. (intro.) The Except as provided under sub.
6 (5), the department shall collect the following fees when the documents described in
7 this subsection are delivered to the department for filing or, under pars. (e) and (f),
8 when the telephone applications are made:

9 **SECTION 97.** 181.0122 (1) (j) of the statutes is amended to read:

10 181.0122 (1) (j) Subject to sub. (3) (e), domestic corporation's or foreign
11 corporation's statement of change of a ~~registered agent or a registered office, or both,~~
12 \$10.

13 **SECTION 98.** 181.0122 (1) (o) of the statutes is repealed and recreated to read:

14 181.0122 (1) (o) Articles of merger, \$150.

15 **SECTION 99.** 181.0122 (1) (yr) of the statutes is created to read:

16 181.0122 (1) (yr) A certificate of conversion, \$150.

17 **SECTION 100.** 181.0122 (5) of the statutes is created to read:

18 181.0122 (5) The department, by rule, may specify a larger fee for filing
19 documents described in sub. (1) in paper format.

20 **SECTION 101.** 181.0402 (1) of the statutes is amended to read:

21 181.0402 (1) RESERVATION OF NAMES. A person may reserve the exclusive use
22 of a corporate name, including a fictitious name for a foreign corporation whose
23 corporate name is not available, by delivering an application to the department for
24 filing or by making a telephone application. The application shall include the name
25 and address of the applicant and the name proposed to be reserved. If the

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1 department finds that the corporate name applied for under this subsection is
2 available, the department shall reserve the name for the applicant's exclusive use for
3 a 120-day period, which may be renewed by the applicant or a transferee under sub.
4 (2) from time to time. ~~If an application to reserve a name or to renew a reserved name~~
5 ~~is made by telephone, the department shall cancel the reservation or renewal if the~~
6 ~~department does not receive the fee required under s. 181.0122 (1) (e) or (f) within~~
7 ~~15 business days after the application is made.~~

8 **SECTION 102.** 181.0501 (2) of the statutes is amended to read:

9 181.0501 (2) DOMESTIC ENTITIES. A domestic corporation, stock corporation,
10 limited partnership, registered limited liability partnership, or limited liability
11 company, incorporated, registered, or organized in this state, whose business office
12 is identical with the registered office.

13 **SECTION 103.** 181.0501 (3) of the statutes is amended to read:

14 181.0501 (3) FOREIGN ENTITIES. A foreign corporation, stock corporation,
15 limited partnership, registered limited liability partnership, or limited liability
16 company, authorized to transact business in this state, whose business office is
17 identical with the registered office.

18 **SECTION 104.** Subchapter XI (title) of chapter 181 [precedes 181.1100] of the
19 statutes is amended to read:

CHAPTER 181

SUBCHAPTER XI

MERGER; CONVERSION

23 **SECTION 105.** 181.1100 of the statutes is created to read:

24 **181.1100 Definitions.** In this subchapter:

SENATE BILL 333**SECTION 105**

1 **(1)** “Business entity” means a domestic business entity and a foreign business
2 entity.

3 **(2)** “Domestic business entity” means a corporation, as defined in s. 180.0103
4 (5), a limited liability company, as defined in s. 183.0102 (10), a limited partnership,
5 as defined in s. 179.01 (7), or a corporation, as defined in s. 181.0103 (5).

6 **(3)** “Foreign business entity” means a foreign limited liability company, as
7 defined in s. 183.0102 (8), a foreign limited partnership, as defined in s. 179.01 (4),
8 a foreign corporation, as defined in s. 180.0103 (9), or a foreign corporation, as
9 defined in s. 181.0103 (13).

10 **SECTION 106.** 181.1101 (1) of the statutes is amended to read:

11 181.1101 **(1)** IN GENERAL. One or more corporations may merge ~~into a~~
12 ~~corporation or a stock corporation,~~ with or into one or more other business entities
13 if the plan of merger is approved as provided in s. 181.1103 and if the merger is
14 permitted under the applicable law of the jurisdiction that governs each other
15 business entity that is a party to the merger and each business entity approves the
16 plan of merger in the manner required by the laws applicable to the business entity.

17 **SECTION 107.** 181.1101 (2) (a) of the statutes is amended to read:

18 181.1101 **(2)** (a) The name of ~~each corporation,~~ form of business entity, and
19 identity of the jurisdiction governing each business entity planning to merge and the
20 name, form of business entity, and identity of the jurisdiction of the surviving
21 ~~corporation~~ business entity into which each other ~~corporation~~ business entity plans
22 to merge.

23 **SECTION 108.** 181.1101 (2) (d) of the statutes is amended to read:

24 181.1101 **(2)** (d) The manner and basis, if any, of converting ~~memberships of~~
25 ~~each merging corporation into memberships, obligations or~~ the shares or other

SENATE BILL 333**SECTION 108**

1 interests in each business entity that is a party to the merger into shares, interests,
2 obligations, or other securities of the surviving business entity or any other
3 ~~corporation business entity~~ or into cash or other property in whole or part.

4 **SECTION 109.** 181.1101 (3) (a) of the statutes is amended to read:

5 181.1101 (3) (a) ~~If the surviving corporation is a domestic corporation,~~
6 amendments Amendments to the articles of incorporation or bylaws other similar
7 governing document of the surviving ~~corporation to be effected by the planned~~
8 merger business entity.

9 **SECTION 110.** 181.1103 (6) of the statutes is amended to read:

10 181.1103 (6) ABANDONMENT OF PLANNED MERGER. After a merger is adopted, and
11 at any time before articles of merger are filed, the planned merger may be
12 abandoned, subject to any contractual rights, without further action by members or
13 other persons who approved the plan, in accordance with the procedure set forth in
14 the plan of merger or, if none is set forth, in the manner determined by the board or
15 other similar governing body of any other business entity that is a party to the
16 merger.

17 **SECTION 111.** 181.1104 (title) of the statutes is amended to read:

18 **181.1104 (title) Merger of subsidiary or parent.**

19 **SECTION 112.** 181.1104 (1) of the statutes is amended to read:

20 181.1104 (1) MEMBER APPROVAL NOT REQUIRED. A parent corporation that is a
21 member with at least 90% of the voting rights in a subsidiary corporation may merge
22 the subsidiary into itself the parent or the parent into the subsidiary without
23 approval of the members of the parent or the members or other owners of the
24 subsidiary.

25 **SECTION 113.** 181.1104 (2) (b) of the statutes is amended to read:

SENATE BILL 333**SECTION 113**

1 181.1104 (2) (b) The manner and basis of converting the memberships of the
2 subsidiary or parent into memberships or other interests of the parent surviving
3 business entity or any other ~~corporation~~ business entity or into cash or other
4 property in whole or part.

5 **SECTION 114.** 181.1104 (3) of the statutes is amended to read:

6 181.1104 (3) NOTICE REQUIREMENT. The parent shall mail a copy or summary
7 of the plan of merger to each member or other owner of the subsidiary merging
8 business entity who does not waive the mailing requirement in writing.

9 **SECTION 115.** 181.1104 (4) of the statutes is amended to read:

10 181.1104 (4) FILING WITH DEPARTMENT. The parent may not deliver articles of
11 merger to the department for filing until at least ~~30~~ 10 days after the date on which
12 it mailed a copy of the plan of merger to each member or other owner of the subsidiary
13 merging business entity who did not waive the mailing requirement.

14 **SECTION 116.** 181.1105 (intro.) of the statutes is amended to read:

15 **181.1105 Articles of merger.** (intro.) After a plan of merger is approved by
16 the board, and, if required under s. 181.1103, by the members and any other persons,
17 and by each other business entity that is a party to the merger in the manner
18 required by the laws applicable to the business entity, the surviving or acquiring
19 ~~corporation~~ business entity shall deliver to the department for filing articles of
20 merger that include all of the following information:

21 **SECTION 117.** 181.1105 (2) of the statutes is amended to read:

22 181.1105 (2) IF MEMBER APPROVAL NOT REQUIRED. If approval of members was
23 not required, a statement to that effect and a statement that the plan was approved
24 by a sufficient vote of the board and by each other business entity that is a party to
25 the merger in the manner required by the laws applicable to the business entity.

SENATE BILL 333**SECTION 118**

1 **SECTION 118.** 181.1105 (3) (c) of the statutes is created to read:

2 181.1105 **(3)** (c) A statement that the plan was approved by each other business
3 entity that is a party to the merger in the manner required by the laws applicable
4 to the business entity.

5 **SECTION 119.** 181.1105 (5) of the statutes is created to read:

6 181.1105 **(5)** EFFECTIVE DATE AND TIME. The effective date and time of the
7 merger, if the merger is to take effect at a time other than the close of business on
8 the date of filing the articles of merger, as provided under s. 181.0123.

9 **SECTION 120.** 181.1105 (6) of the statutes is created to read:

10 181.1105 **(6)** OTHER MATTERS. Other provisions relating to the merger, as
11 determined by the surviving business entity.

12 **SECTION 121.** 181.1106 (1) of the statutes is amended to read:

13 181.1106 **(1)** TERMINATION OF SEPARATE EXISTENCE. Every other ~~corporation~~
14 business entity that is a party to the merger merges into the surviving corporation
15 business entity, and the separate existence of every ~~corporation~~ business entity,
16 except the surviving ~~corporation~~ business entity, ceases.

17 **SECTION 122.** 181.1106 (1m) of the statutes is created to read:

18 181.1106 **(1m)** DEBTS AND OBLIGATIONS. (a) If, under the laws applicable to a
19 business entity that is a party to the merger, one or more of the owners thereof is
20 liable for the debts and obligations of such business entity, such owner or owners
21 shall continue to be liable for the debts and obligations of the business entity, but only
22 for such debts and obligations accrued during the period or periods in which such
23 laws are applicable to such owner or owners.

24 (b) If, under the laws applicable to the surviving business entity, one or more
25 of the owners thereof is liable for the debts and obligations of such business entity,

SENATE BILL 333**SECTION 122**

1 the owner or owners of a business entity that is party to the merger, other than the
2 surviving business entity, who become subject to such laws shall be liable for the
3 debts and obligations of the surviving business entity to the extent provided in such
4 laws, but only for such debts and obligations accrued after the merger. The owner
5 or owners of the surviving business entity prior to the merger shall continue to be
6 liable for the debts and obligations of the surviving business entity to the extent
7 provided in par. (a).

8 (c) This subsection does not affect liability under any taxation laws.

9 **SECTION 123.** 181.1106 (2) of the statutes is amended to read:

10 181.1106 (2) TITLE TO PROPERTY. The title to all real estate and other property
11 owned by each ~~corporation~~ business entity that is a party to the merger is vested in
12 the surviving ~~corporation~~ business entity without reversion or impairment subject
13 to any conditions to which the property was subject before the merger, provided that,
14 if a merging business entity has an interest in real estate in Wisconsin on the date
15 of the merger, the merging business entity shall transfer that interest to the business
16 entity surviving the merger and shall execute any real estate transfer return
17 required under s. 77.22. The business entity surviving the merger shall promptly
18 record the instrument of conveyance under s. 59.43 in the office of the register of
19 deeds for each county in which the real estate is located.

20 **SECTION 124.** 181.1106 (3) of the statutes is repealed and recreated to read:

21 181.1106 (3) LIABILITIES. The surviving business entity has all liabilities of
22 each business entity that is a party to the merger.

23 **SECTION 125.** 181.1106 (4) of the statutes is amended to read:

24 181.1106 (4) PENDING PROCEEDINGS. A civil, criminal, administrative, or
25 investigatory proceeding pending by or against any ~~corporation~~ business entity that

SENATE BILL 333**SECTION 125**

1 is a party to the merger may be continued as if the merger did not occur, or the
2 surviving corporation business entity may be substituted in the proceeding for the
3 corporation business entity whose existence ceased.

4 **SECTION 126.** 181.1106 (5) of the statutes is repealed and recreated to read:

5 **181.1106 (5) ARTICLES OF INCORPORATION OR OTHER SIMILAR GOVERNING DOCUMENT.**

6 The articles of incorporation, articles of organization, certificate of limited
7 partnership, or other similar governing document shall be amended to the extent
8 provided in the plan of merger.

9 **SECTION 127.** 181.1106 (6) of the statutes is created to read:

10 **181.1106 (6) OWNERSHIP INTERESTS.** The shares or other interests of each
11 business entity that is party to the merger that are to be converted into shares,
12 interests, obligations, or other securities of the surviving business entity or any other
13 business entity or into cash or other property are converted, and the former holders
14 of the shares or interests are entitled only to the rights provided in the articles of
15 merger or under laws applicable to each business entity that is party to the merger.

16 **SECTION 128.** 181.1107 (2) of the statutes is amended to read:

17 **181.1107 (2) EFFECT OF MERGER.** Upon the merger taking effect, the any
18 surviving foreign corporation or foreign stock corporation business entity is deemed
19 to have irrevocably appointed the department as its agent for service of process in
20 any proceeding brought against it.

21 **SECTION 129.** 181.1108 of the statutes is amended to read:

22 **181.1108 Bequests, devises, and gifts.** Any bequest, devise, gift, grant, or
23 promise contained in a will or other instrument of donation, subscription, or
24 conveyance, that is made to a constituent corporation business entity and that takes

SENATE BILL 333**SECTION 129**

1 effect or remains payable after the merger, inures to the surviving corporation
2 business entity unless the will or other instrument otherwise specifically provides.

3 **SECTION 130.** 181.1161 of the statutes is created to read:

4 **181.1161 Conversion. (1)** (a) A domestic corporation may convert to another
5 form of business entity if it satisfies the requirements under this section and if the
6 conversion is permitted under the applicable law of the jurisdiction that governs the
7 organization of the business entity into which the domestic corporation is converting.

8 (b) In addition to satisfying any applicable legal requirements of the
9 jurisdiction that governs the organization of the business entity into which the
10 domestic corporation is converting and that relate to the submission and approval
11 of a plan of conversion, the domestic corporation shall comply with the procedures
12 that govern a plan of merger under s. 181.1103 for the submission and approval of
13 a plan of conversion.

14 **(2)** (a) A business entity other than a domestic corporation may convert to a
15 domestic corporation if it satisfies the requirements under this section and if the
16 conversion is permitted under the applicable law of the jurisdiction that governs the
17 business entity.

18 (b) A business entity converting into a domestic corporation shall comply with
19 the procedures that govern the submission and approval of a plan of conversion of
20 the jurisdiction that governs the business entity.

21 **(3)** A plan of conversion shall set forth all of the following:

22 (a) The name, form of business entity, and the identity of the jurisdiction
23 governing the business entity that is to be converted.

24 (b) The name, form of business entity, and the identity of the jurisdiction that
25 will govern the new business entity.

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1 (c) The terms and conditions of the conversion.

2 (d) The manner and basis of converting the shares or other ownership interests
3 of the business entity that is to be converted into the shares or other ownership
4 interests of the new form of business entity.

5 (e) The effective date and time of the conversion, if the conversion is to be
6 effective other than at the close of business on the date of filing the certificate of
7 conversion, as provided under s. 181.0123.

8 (f) A copy of the articles of incorporation, articles of organization, certificate of
9 limited partnership, or other similar governing document of the business entity after
10 conversion.

11 (g) Other provisions relating to the conversion, as determined by the business
12 entity.

13 **(4)** When a conversion is effective, all of the following shall occur:

14 (a) 1. Except with respect to taxation laws of each jurisdiction that are
15 applicable upon the conversion of the business entity, the business entity that was
16 converted is no longer subject to the applicable law of the jurisdiction that governed
17 the organization of the prior form of business entity and is subject to the applicable
18 law of the jurisdiction that governs the new form of business entity.

19 2. If the conversion is from or to a business entity under the laws applicable to
20 which one or more of the owners thereof is liable for the debts and obligations of such
21 business entity, such owner or owners shall continue to be or become so liable for
22 debts and obligations of such business entity, but only for such debts and obligations
23 accrued during the period or periods in which such laws are applicable to such owner
24 or owners. This subdivision does not affect liability under any taxation laws.

SENATE BILL 333**SECTION 130**

1 (b) The business entity continues to have all liabilities of the business entity
2 that was converted.

3 (c) The business entity continues to be vested with title to all property owned
4 by the business entity that was converted without reversion or impairment, provided
5 that, if the converting business entity has an interest in real estate in Wisconsin on
6 the date of the conversion, the converting business entity shall transfer that interest
7 to the business entity surviving the conversion and shall execute any real estate
8 transfer return required under s. 77.22. The business entity surviving the
9 conversion shall promptly record the instrument of conveyance under s. 59.43 in the
10 office of the register of deeds for each county in which the real estate is located.

11 (d) The articles of incorporation, articles of organization, certificate of limited
12 partnership, or other similar governing document, whichever is applicable, of the
13 business entity are as provided in the plan of conversion.

14 (e) All other provisions of the plan of conversion apply.

15 **(5)** After a plan of conversion is submitted and approved, the business entity
16 that is to be converted shall deliver to the department for filing a certificate of
17 conversion that includes all of the following:

18 (a) The plan of conversion.

19 (b) A statement that the plan of conversion was approved in accordance with
20 the applicable law of the jurisdiction that governs the organization of the business
21 entity.

22 (c) The registered agent and registered office, the record agent and record
23 office, or other similar agent and office of the business entity before and after
24 conversion.

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1 **(6)** Any civil, criminal, administrative, or investigatory proceeding that is
2 pending by or against a business entity that is converted may be continued by or
3 against the business entity after the effective date of conversion.

4 **SECTION 131.** 181.1403 (1) (e) of the statutes is repealed and recreated to read:

5 181.1403 **(1)** (e) If approval by members is required, a statement that
6 dissolution was approved by a sufficient vote of the members of each class entitled
7 to vote on dissolution.

8 **SECTION 132.** 181.1421 (1) of the statutes is amended to read:

9 181.1421 **(1)** NOTICE OF DETERMINATION. If the department determines that one
10 or more grounds exist under s. 181.1420 for dissolving a corporation, the department
11 shall give the corporation written notice of the department's determination by
12 certified first-class mail, ~~return receipt requested,~~ addressed to the corporation's
13 registered agent ~~and to the corporation's principal office, as most recently designated~~
14 ~~on the records of the department.~~

15 **SECTION 133.** 181.1421 (2) of the statutes is repealed and recreated to read:

16 181.1421 **(2)** SECONDARY NOTICES. (a) If a notice under sub. (1) is returned to
17 the department as undeliverable, the department shall again give the corporation
18 notice by first-class mail, addressed to the principal office of the corporation, as most
19 recently designated in the records of the department.

20 (b) If the notice under par. (a) is returned to the department as undeliverable
21 or if the corporation's principal office cannot be determined from the records of the
22 department, the department shall give the notice by publishing a class 2 notice under
23 ch. 985 in the official state newspaper.

24 **SECTION 134.** 181.1421 (4) (b) of the statutes is amended to read:

SENATE BILL 333**SECTION 134**

1 181.1421 (4) (b) If the corporation fails to satisfy par. (a), the department shall
2 administratively dissolve the corporation by ~~issuing a certificate of dissolution that~~
3 ~~recites each ground for dissolution and its effective date.~~ The department shall file
4 ~~the original of the certificate and shall provide notice to~~ enter a notation in the
5 department's records to reflect each ground for dissolution and the effective date of
6 dissolution and shall give the corporation of the certificate notice of those facts in the
7 same manner as a notice of determination under subs. (1) and (2).

8 **SECTION 135.** 181.1422 (2) (a) (intro.) of the statutes is amended to read:

9 181.1422 (2) (a) (intro.) The department shall cancel the ~~certificate~~ notice of
10 dissolution and issue a certificate of reinstatement that complies with par. (b) if the
11 department determines all of the following:

12 **SECTION 136.** 181.1423 (2) of the statutes is amended to read:

13 181.1423 (2) TIME FOR APPEAL OF DENIAL. The corporation may appeal the denial
14 of reinstatement to the circuit court for the county where the corporation's principal
15 office or, if none in this state, its registered office is located, within 30 days after
16 service of the notice of denial is perfected. The corporation shall appeal by
17 petitioning the court to set aside the dissolution and attaching to the petition copies
18 of the department's ~~certificate~~ notice of dissolution, the corporation's application for
19 reinstatement, and the department's notice of denial.

20 **SECTION 137.** 181.1504 (1) (b) of the statutes is amended to read:

21 181.1504 (1) (b) ~~The~~ Its date of incorporation or the period of its duration.

22 **SECTION 138.** 181.1507 (2) of the statutes is amended to read:

23 181.1507 (2) DOMESTIC ENTITIES. A domestic corporation, stock corporation,
24 limited partnership, registered limited liability partnership, or limited liability

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1 company, incorporated, registered, or organized in this state, whose business office
2 is identical with the registered office.

3 **SECTION 139.** 181.1507 (3) of the statutes is amended to read:

4 181.1507 (3) FOREIGN ENTITIES. A foreign corporation, stock corporation,
5 limited partnership, registered limited liability partnership, or limited liability
6 company, authorized to transact business in this state, whose business office is
7 identical with the registered office.

8 **SECTION 140.** 181.1531 (1) of the statutes is amended to read:

9 181.1531 (1) NOTICE OF PROCEEDING BY DEPARTMENT. If the department
10 determines that one or more grounds exist under s. 181.1530 (1) for revocation of a
11 certificate of authority, the department shall ~~serve~~ give the foreign corporation under
12 s. 181.1510 ~~with~~ written notice of the determination, addressed to the foreign
13 corporation's registered agent.

14 **SECTION 141.** 181.1531 (2) (a), (b) and (c) 1. (intro.) of the statutes are amended
15 to read:

16 181.1531 (2) (a) Within 60 days after ~~service of the notice is perfected under~~
17 ~~s. 181.1510~~ takes effect, the foreign corporation shall correct each ground for
18 revocation or demonstrate to the reasonable satisfaction of the department that each
19 ground determined by the department does not exist.

20 (b) If the foreign corporation fails to satisfy par. (a), the department may revoke
21 the foreign corporation's certificate of authority by ~~issuing a certificate of revocation~~
22 ~~that recites~~ entering a notation in the department's records to reflect each ground for
23 revocation and the ~~certificate's~~ effective date of revocation. The department shall ~~file~~
24 ~~the original certificate and serve a copy on~~ give notice of those facts to the foreign

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1 corporation in the same manner as a notice of determination under s. 181.1510 subs.
2 (1) and (2).

3 (c) 1. (intro.) If a foreign corporation's certificate of authority is revoked, the
4 department shall reinstate the certificate of authority if the foreign corporation does
5 all of the following within 6 months after the effective date of ~~the certificate of~~
6 revocation:

7 **SECTION 142.** 181.1531 (2g) of the statutes is created to read:

8 181.1531 **(2g)** SECONDARY NOTICES. (a) If a notice under sub. (1) or (2) (b) is
9 returned to the department as undeliverable, the department shall again give
10 written notice to the foreign corporation, addressed to the principal office of the
11 foreign corporation, as most recently designated in the records of the department.

12 (b) If the notice under par. (a) is returned to the department as undeliverable
13 or if the corporation's principal office cannot be determined from the records of the
14 department, the department shall give the notice by publishing a class 2 notice under
15 ch. 985 in the official state newspaper.

16 **SECTION 143.** 181.1531 (2r) of the statutes is created to read:

17 181.1531 **(2r)** EFFECTIVE DATE OF NOTICE. A notice under sub. (1), (2) (b), or (2g)
18 (a) takes effect at the earliest of the following:

19 (a) When received.

20 (b) Five days after its deposit in the U.S. mail, if mailed postpaid and correctly
21 addressed.

22 (c) On the date shown on the return receipt, if sent by registered or certified
23 mail, return receipt requested, and the receipt is signed by or on behalf of the
24 addressee.

25 **SECTION 144.** 181.1531 (3) of the statutes is amended to read:

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1 181.1531 **(3)** EFFECT OF REVOCATION. The authority of a foreign corporation to
2 transact business in this state, ends on the effective date ~~shown on the certificate~~
3 ~~revoking of revocation of~~ its certificate of authority, as reflected in the records of the
4 department.

5 **SECTION 145.** 181.1532 (1) of the statutes is amended to read:

6 181.1532 **(1)** RIGHT TO APPEAL. A foreign corporation may appeal the
7 department's revocation of its certificate of authority under s. 181.1530 (1) to the
8 circuit court for the county where the foreign corporation's principal office or, if none
9 exists in this state, its registered office is located, within 30 days after ~~service of the~~
10 certificate the effective date of the notice of revocation ~~is perfected under s. 181.1510.~~
11 The foreign corporation shall appeal by petitioning the court to set aside the
12 revocation and attaching to the petition copies of its certificate of authority and the
13 department's ~~certificate~~ notice of revocation.

14 **SECTION 146.** 183.0104 (1) of the statutes is amended to read:

15 183.0104 **(1)** A person may reserve the exclusive use of a limited liability
16 company name, including a fictitious name for a foreign limited liability company
17 whose name is not available, by delivering an application to the department for filing
18 or by making a telephone application. The application shall include the applicant's
19 name and address and the name proposed to be reserved. If the department finds
20 that the name applied for under this subsection is available, the department shall
21 reserve the name for the applicant's exclusive use for a 120-day period, which may
22 be renewed by the applicant or a transferee under sub. (2) from time to time. ~~If an~~
23 ~~application to reserve a name or to renew a reserved name is made by telephone, the~~
24 ~~department shall cancel the reservation or renewal if the department does not~~

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1 ~~receive the fee required under s. 183.0114 (1) (e) or (f) within 10 business days after~~
2 ~~the day on which the application is made.~~

3 **SECTION 147.** 183.0105 (1) (b) of the statutes is amended to read:

4 183.0105 (1) (b) A domestic corporation, a domestic limited liability company,
5 limited partnership, registered limited liability partnership, or a nonstock
6 corporation organized or registered in this state, whose business office is identical
7 with the registered office.

8 **SECTION 148.** 183.0105 (1) (c) of the statutes is amended to read:

9 183.0105 (1) (c) A foreign corporation, nonstock corporation, limited
10 partnership, registered limited liability partnership, or ~~a foreign~~ limited liability
11 company, ~~that is~~ authorized to transact business in this state and, whose business
12 office is identical with the registered office.

13 **SECTION 149.** 183.0107 (1) of the statutes is renumbered 183.0107 (1r).

14 **SECTION 150.** 183.0107 (1g) of the statutes is created to read:

15 183.0107 (1g) In this section:

16 (a) “Electronic” has the meaning given in s. 183.0108 (1g) (b).

17 (b) “Electronic signature” means an electronic sound, symbol, or process,
18 attached to or logically associated with a writing and executed or adopted by a person
19 with intent to authenticate the writing.

20 (c) “Sign” means to execute or adopt a manual, facsimile, conformed, or
21 electronic signature or any symbol with intent to authenticate a writing.

22 **SECTION 151.** 183.0108 (1) of the statutes is renumbered 183.0108 (1r).

23 **SECTION 152.** 183.0108 (1g) of the statutes is created to read:

24 183.0108 (1g) In this section:

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1 (a) “Deliver” means deliver by hand, mail, commercial delivery service,
2 electronic transmission, or any other method of delivery used in conventional
3 commercial practice.

4 (b) “Electronic” means relating to technology having electrical, digital,
5 magnetic, wireless, optical, electromagnetic, or similar capabilities.

6 **SECTION 153.** 183.0108 (3) of the statutes is amended to read:

7 183.0108 (3) The department may waive any of the requirements of subs. (1)
8 and (2) subs. (1r) and (2) and of s. 183.0107 if it appears from the face of the document
9 that the document’s failure to satisfy the requirement is immaterial.

10 **SECTION 154.** 183.0109 (1) (a) 5. of the statutes is created to read:

11 183.0109 (1) (a) 5. An application for a certificate of conversion under s.
12 183.1207 (5).

13 **SECTION 155.** 183.0110 (1) of the statutes is amended to read:

14 183.0110 (1) Upon receipt of a document by the department for filing under this
15 chapter, the department shall stamp or otherwise endorse the date and time of
16 receipt on the original, the document copy and, upon request, any additional
17 document copy received. The department shall return any additional document copy
18 to the person delivering it, as confirmation of the date and time of receipt.

19 **SECTION 156.** 183.0114 (1) (intro.) of the statutes is amended to read:

20 183.0114 (1) (intro.) The Except as provided under sub. (3), the department
21 shall collect the following fees when the documents described in this subsection are
22 delivered for filing, or, under pars. (e) and (f), the telephone applications are made:

23 **SECTION 157.** 183.0114 (1) (j) of the statutes is amended to read:

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1 183.0114 (1) (j) Subject to sub. (2) (b), a domestic limited liability company's or
2 foreign limited liability company's statement of change of registered agent or
3 registered office or both, \$10.

4 **SECTION 158.** 183.0114 (1) (mp) of the statutes is created to read:

5 183.0114 (1) (mp) A certificate of conversion filed under s. 183.1207 (5), \$150.

6 **SECTION 159.** 183.0114 (1) (n) of the statutes is repealed and recreated to read:

7 183.0114 (1) (n) Articles of merger, \$150.

8 **SECTION 160.** 183.0114 (1) (w) of the statutes, as affected by 2001 Wisconsin Act
9 16, is amended to read:

10 183.0114 (1) (w) Annual report of a foreign limited liability company that is
11 submitted to the department by authorized electronic means, \$65; annual report
12 submitted to the department on paper, \$80.

13 **SECTION 161.** 183.0114 (3) of the statutes is created to read:

14 183.0114 (3) The department, by rule, may specify a larger fee for filing
15 documents described in sub. (1) in paper format.

16 **SECTION 162.** 183.0204 of the statutes is repealed and recreated to read:

17 **183.0204 Effect of delivery or filing of articles of organization and**
18 **other documents. (1)** (a) A limited liability company is formed when the articles
19 of organization become effective under s. 183.0111.

20 (b) The department's filing of the articles of organization is conclusive proof
21 that the limited liability company is organized and formed under this chapter.

22 (c) The status of a limited liability company as a limited liability company or
23 as a foreign limited liability company registered to transact business in this state and
24 the liability of any member of any such limited liability company is not adversely

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1 affected by errors or subsequent changes in any information stated in any filing
2 made under this chapter.

3 (2) The department's filing of the articles of organization of a foreign limited
4 liability company under s. 183.1004 shall be considered the certificate of authority
5 for that foreign limited liability company to transact business in this state and is
6 notice of all other facts set forth in the registration statement.

7 (3) (a) If a limited liability company or a foreign limited liability company that
8 is registered to transact business in this state dissolves, but its business continues
9 without winding up and without liquidating the company, the status of the limited
10 liability company or foreign limited liability company before dissolution shall
11 continue to be applicable to the company as it continues its business, and the
12 company shall not be required to make any new filings under this chapter. Any
13 filings made by such a limited liability company or foreign limited liability company
14 before dissolution shall be considered to have been filed by the company while it
15 continues its business.

16 (b) If a limited liability company or a foreign limited liability company that is
17 registered to transact business in this state dissolves, any filings made by the
18 company before dissolution remain in effect as to the company and its members
19 during the period of winding up and to the members during the period after the
20 company's liquidation or termination with respect to the liabilities of the company.

21 **SECTION 163.** 183.0404 (2) (fm) of the statutes is created to read:

22 183.0404 (2) (fm) Convert to a new form of business entity under s. 183.1207.

23 **SECTION 164.** 183.0504 of the statutes is created to read:

24 **183.0504 Series of members, managers, or limited liability company**
25 **interests.** An operating agreement may establish, or provide for the establishment

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1 of, designated series or classes of members, managers, or limited liability company
2 interests that have separate or different preferences, limitations, rights, or duties,
3 with respect to profits, losses, distributions, voting, property, or other incidents
4 associated with the limited liability company.

5 **SECTION 165.** 183.0802 (3) of the statutes is amended to read:

6 183.0802 (3) (a) Except as provided in par. (b), ~~unless an operating agreement~~
7 ~~provides that a member does not have the power to withdraw by voluntary act from~~
8 ~~a limited liability company, the a member may do so voluntarily withdraw from a~~
9 limited liability company at any time by giving written notice to the other members,
10 or on any other terms as are provided in an operating agreement. ~~If the member has~~
11 ~~the power to withdraw but the withdrawal is a breach of an operating agreement or~~
12 ~~the withdrawal occurs as a result of otherwise wrongful conduct of the member, the~~
13 ~~limited liability company may recover from the withdrawing member damages for~~
14 ~~breach of the operating agreement or as a result of the wrongful conduct and may~~
15 ~~offset the damages against the amount otherwise distributable to the member, in~~
16 ~~addition to pursuing any remedies provided for in an operating agreement or~~
17 ~~otherwise available under applicable law. Unless otherwise provided in an operating~~
18 ~~agreement, in the case of a limited liability company for a definite term or particular~~
19 ~~undertaking, a withdrawal by a member before the expiration of that term or~~
20 ~~completion of that undertaking is a breach of the operating agreement.~~

21 (b) If a member acquired an interest in a limited liability company for no or
22 nominal consideration or owns an interest as to which the power to withdraw is
23 prohibited or otherwise restricted in the operating agreement, the member may
24 withdraw from the limited liability company with respect to that interest only in
25 accordance with the operating agreement and only at the time or upon the occurrence

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1 of an event specified in the operating agreement. If the operating agreement does
2 not specify the time or the event upon the occurrence of which the member may
3 withdraw, a member who acquired an interest in the limited liability company for no
4 or nominal consideration may not withdraw prior to the time for the dissolution and
5 commencement of winding up of the limited liability company without the written
6 consent of all members of the limited liability company. Unless otherwise provided
7 in an operating agreement, in the case of a limited liability company that is organized
8 for a definite term or particular undertaking, the operating agreement shall be
9 considered to provide that a member may not withdraw before the expiration of that
10 term or completion of that undertaking.

11 **SECTION 166.** 183.0901 (4) (intro.) of the statutes is amended to read:

12 183.0901 (4) (intro.) An For a limited liability company organized before the
13 effective date of this subsection [revisor inserts date], an event of dissociation of
14 a member, unless any of the following applies:

15 **SECTION 167.** 183.1001 (1) of the statutes is amended to read:

16 183.1001 (1) The laws of the state or other jurisdiction under which a foreign
17 limited liability company is organized shall govern its organization and internal
18 affairs and the liability and authority of its managers and members, regardless of
19 whether the foreign limited liability company obtained or should have obtained a
20 certificate of registration under this chapter, except that a foreign limited liability
21 company that has filed a certificate of conversion under s. 183.1207 (5) to become a
22 domestic limited liability company shall be subject to the requirements of this
23 chapter governing domestic limited liability companies on the effective date of the
24 conversion and shall not be subject to the requirements of this chapter governing
25 foreign limited liability companies.

SENATE BILL 333**SECTION 168**

1 **SECTION 168.** 183.1006 (1) (a) of the statutes is amended to read:

2 183.1006 (1) (a) Its name or the fictitious name under which it has been issued
3 a certificate of registration.

4 **SECTION 169.** 183.1006 (1) (b) of the statutes is amended to read:

5 183.1006 (1) (b) The state or jurisdiction under whose laws it is organized or
6 its date of organization.

7 **SECTION 170.** 183.1020 (2) of the statutes is amended to read:

8 183.1020 (2) If the department receives a certificate under sub. (1) (f) and a
9 statement by the foreign limited liability company that the certificate is submitted
10 by the foreign limited liability company to terminate its registration to transact
11 business in this state, the department shall ~~issue a certificate of revocation~~ revoke
12 the foreign limited liability company's certificate of registration under s. 183.1021
13 (2) (b).

14 **SECTION 171.** 183.1020 (3) of the statutes is amended to read:

15 183.1020 (3) A court may revoke under s. 946.87 the certificate of registration
16 of a foreign limited liability company registered to transact business in this state.
17 The court shall notify the department of the action, and the department shall ~~issue~~
18 ~~a certificate of revocation~~ revoke the foreign limited liability company's certificate of
19 registration under s. 183.1021 (2) (b).

20 **SECTION 172.** 183.1021 (1) and (2) of the statutes are amended to read:

21 183.1021 (1) If the department determines that one or more grounds exist
22 under s. 183.1020 (1) for revocation of a certificate of registration, the department
23 shall ~~serve~~ give the foreign limited liability company ~~under s. 183.1010~~ with written
24 notice of the determination by first class mail, addressed to the foreign limited
25 liability company's registered office.

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1 **(2)** (a) Within 60 days after ~~service of the notice is perfected under s. 183.1010~~
2 takes effect, the foreign limited liability company shall correct each ground for
3 revocation or demonstrate to the reasonable satisfaction of the department that each
4 ground determined by the department does not exist.

5 (b) If the foreign limited liability company fails to satisfy par. (a), the
6 department may revoke the foreign limited liability company's certificate of
7 registration by ~~signing a certificate of revocation that recites~~ entering a notation in
8 the department's records to reflect each ground for revocation and its the effective
9 date of the revocation. The department shall ~~file the original of the certificate and~~
10 ~~serve a copy on~~ give written notice of those facts to the foreign limited liability
11 company ~~under s. 183.1010~~ by first class mail, addressed to the foreign limited
12 liability company's registered office.

13 **SECTION 173.** 183.1021 (2g) of the statutes is created to read:

14 183.1021 **(2g)** (a) If a notice under sub. (1) or (2) (b) is returned to the
15 department as undeliverable, the department shall again give written notice to the
16 foreign limited liability company, addressed to the principal office of the foreign
17 limited liability company.

18 (b) If the notice under par. (a) is returned to the department as undeliverable
19 or if the foreign limited liability company's principal office cannot be determined
20 from the records of the department, the department shall give the notice by
21 publishing a class 2 notice under ch. 985 in the official state newspaper.

22 **SECTION 174.** 183.1021 (2r) of the statutes is created to read:

23 183.1021 **(2r)** A notice under sub. (1), (2) (b), or (2g) (a) takes effect at the
24 earliest of the following:

25 (a) When received.

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

3 (c) On the date shown on the return receipt, if sent by registered or certified
4 mail, return receipt requested, and the receipt is signed by or on behalf of the
5 addressee.

6 **SECTION 175.** 183.1021 (3) of the statutes is amended to read:

7 183.1021 (3) The authority of a foreign limited liability company to transact
8 business in this state, other than as provided in s. 183.1002 (2), ends on the effective
9 ~~date shown on the certificate revoking~~ of revocation of its certificate of registration
10 as reflected in the records of the department.

11 **SECTION 176.** 183.1022 (1) of the statutes is amended to read:

12 183.1022 (1) A foreign limited liability company may appeal the department's
13 revocation of its certificate of registration under s. 183.1020 (1) to the circuit court
14 for the county where the foreign limited liability company's principal office or, if none
15 in this state, its registered office is located, within 30 days after service notice of the
16 ~~certificate of revocation is perfected~~ takes effect under ~~s. 183.1010~~ s. 183.1021 (2r).
17 The foreign limited liability company shall appeal by petitioning the court to set
18 aside the revocation and attaching to the petition copies of its certificate of
19 registration and the department's ~~certificate~~ notice of revocation.

20 **SECTION 177.** Subchapter XII (title) of chapter 183 [precedes 183.1200] of the
21 statutes is amended to read:

CHAPTER 183

SUBCHAPTER XII

MERGER; CONVERSION

22
23
24
25 **SECTION 178.** 183.1200 of the statutes is created to read:

SENATE BILL 333**SECTION 178**

1 **183.1200 Definitions.** In this subchapter:

2 **(1)** “Business entity” means a domestic business entity and a foreign business
3 entity.

4 **(2)** “Domestic business entity” means a corporation, as defined in s. 180.0103
5 (5), a domestic limited liability company, a limited partnership, as defined in s.
6 179.01 (7), or a corporation, as defined in s. 181.0103 (5).

7 **(3)** “Foreign business entity” means a foreign limited liability company, a
8 foreign limited partnership, as defined in s. 179.01 (4), a foreign corporation, as
9 defined in s. 180.0103 (9), or a foreign corporation, as defined in s. 181.0103 (13).

10 **SECTION 179.** 183.1201 (2) of the statutes is amended to read:

11 183.1201 **(2)** Unless otherwise provided in an operating agreement, one or
12 more limited liability companies may merge with or into one or more other limited
13 liability companies or one or more other foreign limited liability companies, with the
14 surviving limited liability company being the limited liability company provided in
15 the plan of merger business entities if the merger is permitted under the applicable
16 laws of the jurisdiction that governs each such other business entity and each
17 business entity approves the plan of merger in the manner required by the laws
18 applicable to the business entity.

19 **SECTION 180.** 183.1201 (3) of the statutes is amended to read:

20 183.1201 **(3)** Interests in a limited liability company that is a party to a merger
21 may be exchanged for or converted into cash, property, shares, obligations of or
22 interest interests in the surviving limited liability company business entity, or of any
23 other limited liability company business entity.

24 **SECTION 181.** 183.1202 (3) of the statutes is amended to read:

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1 183.1202 (3) Each foreign business entity, other than a domestic limited
2 liability company, that is a party to a proposed merger shall approve the merger in
3 the manner ~~and by the vote~~ required by the laws applicable to the ~~foreign limited~~
4 ~~liability company~~ business entity.

5 **SECTION 182.** 183.1202 (4) of the statutes is amended to read:

6 183.1202 (4) Each ~~limited liability company~~ business entity that is a party to
7 the merger shall have any rights to abandon the merger that are provided for in the
8 plan of merger or in the laws applicable to the ~~limited liability company~~ business
9 entity.

10 **SECTION 183.** 183.1202 (6) of the statutes is created to read:

11 183.1202 (6) After a merger is authorized, and at any time before the articles
12 of merger are filed with the department, the planned merger may be abandoned,
13 subject to any contractual rights, without further action on the part of the
14 shareholders or other owners, in accordance with the procedure set forth in the plan
15 of merger or, if none is set forth, in the manner determined by the governing body of
16 any business entity that is a party to the merger.

17 **SECTION 184.** 183.1203 (1) of the statutes is repealed.

18 **SECTION 185.** 183.1203 (2) of the statutes is renumbered 183.1203, and
19 183.1203 (1), (3) and (4), as renumbered, are amended to read:

20 183.1203 (1) The name ~~of, form of business entity, and identity of the~~
21 jurisdiction governing each ~~limited liability company~~ business entity that is a party
22 to the merger and the name, form of business entity, and identity of the jurisdiction
23 of the surviving ~~limited liability company~~ business entity with, or into, which each
24 other ~~limited liability company~~ business entity proposes to merge.

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1 **(3)** The manner and basis of converting the interests in each ~~limited liability~~
2 ~~company~~ business entity that is a party to the merger into ~~limited liability company~~
3 shares, interests or, obligations, or other securities of the surviving ~~limited liability~~
4 ~~company~~ business entity or any other business entity or into cash or other property
5 in whole or in part.

6 **(4)** Amendments to the articles of organization or other similar governing
7 document of the surviving ~~limited liability company that will be effected by the~~
8 ~~merger~~ business entity.

9 **SECTION 186.** 183.1204 (1) of the statutes is repealed and recreated to read:

10 183.1204 **(1)** The surviving business entity shall deliver to the department
11 articles of merger that include all of the following:

12 (a) The plan of merger.

13 (b) The effective date and time of the merger, if the merger is to take effect at
14 a time other than the close of business on the date of filing the articles of merger
15 under s. 183.0111.

16 (c) A statement that the plan was approved by each domestic limited liability
17 company that is a party to the merger in accordance with s. 183.1202, and by each
18 other business entity that is a party to the merger in the manner required by the laws
19 applicable to the business entity.

20 (e) Other provisions relating to the merger, as determined by the surviving
21 business entity.

22 **SECTION 187.** 183.1205 of the statutes is repealed and recreated to read:

23 **183.1205 Effects of merger.** A merger has the following effects:

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1 **(1)** Every other business entity that is a party to the merger merges into the
2 surviving business entity, and the separate existence of every business entity, except
3 the surviving business entity, ceases.

4 **(1m)** (a) If, under the laws applicable to a business entity that is a party to the
5 merger, one or more of the owners thereof is liable for the debts and obligations of
6 such business entity, such owner or owners shall continue to be liable for the debts
7 and obligations of the business entity, but only for such debts and obligations accrued
8 during the period or periods in which such laws are applicable to such owner or
9 owners.

10 (b) If, under the laws applicable to the surviving business entity, one or more
11 of the owners thereof is liable for the debts and obligations of such business entity,
12 the owner or owners of a business entity that is party to the merger, other than the
13 surviving business entity, who become subject to such laws shall be liable for the
14 debts and obligations of the surviving business entity to the extent provided in such
15 laws, but only for such debts and obligations accrued after the merger. The owner
16 or owners of the surviving business entity prior to the merger shall continue to be
17 liable for the debts and obligations of the surviving business entity to the extent
18 provided in par. (a).

19 **(2)** The title to all property owned by each business entity that is a party to the
20 merger is vested in the surviving business entity without reversion or impairment,
21 provided that, if a merging business entity has an interest in real estate in Wisconsin
22 on the date of the merger, the merging business entity shall transfer that interest to
23 the business entity surviving the merger and shall execute any real estate transfer
24 return required under s. 77.22. The business entity surviving the merger shall

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1 promptly record the instrument of conveyance under s. 59.43 in the office of the
2 register of deeds for each county in which the real estate is located.

3 **(3)** The surviving business entity has all liabilities of each business entity that
4 is party to the merger.

5 **(4)** A civil, criminal, administrative, or investigatory proceeding pending by or
6 against any business entity that is a party to the merger may be continued as if the
7 merger did not occur, or the surviving business entity may be substituted in the
8 proceeding for the business entity whose existence ceased.

9 **(5)** The articles of organization, certificate of limited partnership, or other
10 similar governing document, whichever is applicable, of the surviving business
11 entity shall be amended to the extent provided in the plan of merger.

12 **(6)** The shares or other interests of each business entity that is party to the
13 merger that are to be converted into shares, interests, obligations, or other securities
14 of the surviving business entity or any other business entity or into cash or other
15 property are converted, and the former holders of the shares or interests are entitled
16 only to the rights provided in the articles of merger or to their rights under the laws
17 applicable to each business entity that is a party to the merger.

18 **(7)** If the surviving business entity is a foreign business entity, the department
19 is the agent of the surviving foreign business entity for service of process in a
20 proceeding to enforce any obligation of any business entity that is a party to the
21 merger or the rights of the dissenting members or other owners of each business
22 entity that is a party to the merger.

23 **(8)** When a merger takes effect, any surviving foreign business entity of the
24 merger shall promptly pay to the dissenting shareholders of each domestic
25 corporation or dissenting owners of each other domestic business entity that is a

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1 party to the merger the amount, if any, to which they are entitled under ss. 180.1301
2 to 180.1331 or under any law applicable to the other domestic business entity.

3 **SECTION 188.** 183.1206 of the statutes is amended to read:

4 **183.1206 Right to object.** Unless otherwise provided in an operating
5 agreement, upon receipt of the notice required by s. 183.1202 (5), a member of a
6 limited liability company who did not vote in favor of the merger may, within 20 days
7 after the date of the notice, voluntarily dissociate from the limited liability company
8 under s. 183.0802 (3) and receive fair value for the member's limited liability
9 company interest under s. 183.0604. The rights afforded to shareholders, partners,
10 or other owners of other business entities shall be as required or provided by the laws
11 applicable to the other business entities.

12 **SECTION 189.** 183.1207 of the statutes is created to read:

13 **183.1207 Conversion. (1)** (a) A domestic limited liability company may
14 convert to another form of business entity if it satisfies the requirements under this
15 section and if the conversion is permitted under the applicable law of the jurisdiction
16 that governs the organization of the business entity into which the domestic limited
17 liability company is converting.

18 (b) In addition to satisfying any applicable legal requirements of the
19 jurisdiction that governs the organization of the business entity into which the
20 domestic limited liability company is converting and that relate to the submission
21 and approval of a plan of conversion, the domestic limited liability company shall
22 comply with the procedures that govern a plan of merger under s. 183.1202 for the
23 submission and approval of a plan of conversion.

24 **(2)** (a) A business entity other than a domestic limited liability company may
25 convert to a domestic limited liability company if it satisfies the requirements under

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1 this section and if the conversion is permitted under the applicable law of the
2 jurisdiction that governs the business entity.

3 (b) A business entity converting into a domestic limited liability company shall
4 comply with the procedures that govern the submission and approval of a plan of
5 conversion of the jurisdiction that governs the business entity.

6 **(3)** A plan of conversion shall set forth all of the following:

7 (a) The name, form of business entity, and the identity of the jurisdiction
8 governing the business entity that is to be converted.

9 (b) The name, form of business entity, and the identity of the jurisdiction that
10 will govern the business entity after conversion.

11 (c) The terms and conditions of the conversion.

12 (d) The manner and basis of converting the shares or other ownership interests
13 of the business entity that is to be converted into the shares or other ownership
14 interests of the new form of business entity.

15 (e) The effective date and time of the conversion, if the conversion is to be
16 effective other than at the close of business on the date of filing the certificate of
17 conversion, as provided under s. 183.0111.

18 (f) A copy of the articles of incorporation, article of organization, certificate of
19 limited partnership or other governing document of the business entity after
20 conversion.

21 (g) Other provisions relating to the conversion, as determined by the business
22 entity.

23 **(4)** When a conversion is effective, all of the following shall occur:

24 (a) 1. Except with respect to taxation laws of each jurisdiction that are
25 applicable upon the conversion of the business entity, the business entity that was

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1 converted is no longer subject to the applicable law of the jurisdiction that governed
2 the organization of the prior form of business entity and is subject to the applicable
3 law of the jurisdiction that governs the new form of business entity.

4 2. If the conversion is from or to a business entity under the laws applicable to
5 which one or more of the owners thereof is liable for the debts and obligations of such
6 business entity, such owner or owners shall continue to be or become so liable for
7 debts and obligations of such business entity, but only for such debts and obligations
8 accrued during the period or periods in which such laws are applicable to such owner
9 or owners. This subdivision does not affect liability under any taxation laws.

10 (b) The business entity continues to have all liabilities of the business entity
11 that was converted.

12 (c) The business entity continues to be vested with title to all property owned
13 by the business entity that was converted without reversion or impairment, provided
14 that, if the converting business entity has an interest in real estate in Wisconsin on
15 the date of the conversion, the converting business entity shall transfer that interest
16 to the business entity surviving the conversion and shall execute any real estate
17 transfer return required under s. 77.22. The business entity surviving the
18 conversion shall promptly record the instrument of conveyance under s. 59.43 in the
19 office of the register of deeds for each county in which the real estate is located.

20 (d) The articles of incorporation, articles of organization, certificate of limited
21 partnership, or other similar governing document, whichever is applicable, of the
22 business entity are as provided in the plan of conversion.

23 (e) All other provisions of the plan of conversion apply.

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1 **(5)** After a plan of conversion is submitted and approved, the business entity
2 that is to be converted shall deliver to the department for filing a certificate of
3 conversion that includes all of the following:

4 (a) The plan of conversion.

5 (b) A statement that the plan of conversion was approved in accordance with
6 the applicable law of the jurisdiction that governs the organization of the business
7 entity.

8 (c) The registered agent and registered office, record agent and record office,
9 or other similar agent and office of the business entity before and after conversion.

10 **(6)** Any civil, criminal, administrative, or investigatory proceeding that is
11 pending by or against a business entity that is converted may be continued by or
12 against the business entity after the effective date of conversion.

13 **SECTION 190.** 184.10 (4) of the statutes is amended to read:

14 184.10 **(4)** The department of financial institutions shall collect a fee of \$15 for
15 filing a statement appointing an agent to receive service of process, an amended and
16 restated statement, or a resignation, except that the department of financial
17 institutions, by rule, may specify a larger fee for documents filed in paper format.

18 **SECTION 191.** 185.48 (4) of the statutes is amended to read:

19 185.48 **(4)** Any report not filed as required by sub. (3) may be filed only upon
20 payment to the department of \$26 or, if the report is filed in paper format, upon
21 payment of such larger fee as the department prescribes by rule.

22 **SECTION 192.** 185.48 (6) of the statutes is amended to read:

23 185.48 **(6)** The Except as otherwise provided in this subsection, the cooperative
24 may be restored to good standing by delivering to the department a current annual
25 report and by paying the \$26 late filing fee plus \$15 for each calendar year or part

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1 thereof during which it was not in good standing, not exceeding a total of \$176. The
2 department, by rule, may specify a larger fee for the filing of an annual report in
3 paper format.

4 **SECTION 193.** 185.83 (1) (intro.) of the statutes is amended to read:

5 185.83 (1) (intro.) The Except as provided under sub. (1m), the department
6 shall charge and collect for:

7 **SECTION 194.** 185.83 (1) (b) of the statutes is renumbered 185.83 (1) (b) (intro.)
8 and amended to read:

9 185.83 (1) (b) (intro.) Filing an amendment to or restatement of the articles or
10 articles of merger, consolidation or division, \$10, plus \$1.25 for each \$1,000 of
11 authorized stock not authorized at the time of the amendment, restatement,
12 consolidation, or division, except that no fee may be collected for an any of the
13 following:

14 1. An amendment showing only a change of address resulting from the action
15 of a governmental agency if there is no corresponding change in physical location and
16 if 2 copies of the notice of the action are submitted to the department; ~~and an~~
17 ~~additional fee of \$1.25 for each \$1,000 of authorized stock not authorized at the time~~
18 ~~of amendment, restatement, merger, consolidation or division.~~

19 **SECTION 195.** 185.83 (1) (b) 2. of the statutes is created to read:

20 185.83 (1) (b) 2. An amendment filed to reflect only a change in the name of a
21 registered agent.

22 **SECTION 196.** 185.83 (1) (bm) of the statutes is created to read:

23 185.83 (1) (bm) Filing articles of merger, \$30.

24 **SECTION 197.** 185.83 (1m) of the statutes is created to read:

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1 185.83 **(1m)** The department, by rule, may specify a larger fee for filing
2 documents described in sub. (1) in paper format.

3 **SECTION 198.** 551.02 (1) of the statutes is renumbered 551.02 (1r).

4 **SECTION 199.** 551.02 (1g) of the statutes is created to read:

5 551.02 **(1g)** “Accredited investor” has the meaning given in 17 CFR 230.501 (a).

6 **SECTION 200.** 551.23 (8) (g) of the statutes is amended to read:

7 551.23 **(8)** (g) An ~~individual~~ accredited investor, ~~as defined by rule of the~~
8 ~~division, if the issuer reasonably believes immediately before the sale that the~~
9 ~~individual accredited investor, either alone or with the individual accredited~~
10 ~~investor’s representative, has such knowledge and experience in financial and~~
11 ~~business matters as to be capable of evaluating the merits and risks of the~~
12 ~~prospective investment.~~

13 **SECTION 201.** 551.23 (10) of the statutes is amended to read:

14 551.23 **(10)** Any offer or sale of its securities by an issuer having its principal
15 office in this state, if the aggregate number of persons holding directly or indirectly
16 all of the issuer’s securities, after the securities to be issued are sold, does not exceed
17 ~~15~~ 25, exclusive of persons under sub. (8), if no commission or other remuneration
18 is paid or given directly or indirectly for soliciting any person in this state, except to
19 broker-dealers and agents licensed in this state, and if no advertising is published
20 unless it has been permitted by the division.

21 **SECTION 202.** 551.23 (11) (a) of the statutes is amended to read:

22 551.23 **(11)** (a) Any transaction pursuant to an offer directed by the offeror to
23 not more than ~~10~~ 25 persons in this state, excluding persons exempt under sub. (8)
24 but including persons exempt under sub. (10), during any period of 12 consecutive
25 months, whether or not the offeror or any of the offerees is then present in this state,

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1 if the offeror reasonably believes that all the persons in this state are purchasing for
2 investment, and no commission or other remuneration is paid or given directly or
3 indirectly for soliciting any person in this state other than those exempt by sub. (8).

4 **SECTION 203.** 551.31 (1) (d) of the statutes is created to read:

5 551.31 (1) (d) An agent who is acting exclusively as an agent representing an
6 issuer of securities and who makes offers and sales of the issuer's securities in
7 transactions that are exempt under s. 551.23 (8) (g) or under a rule of the division
8 promulgated under s. 551.23 (18) that specifically exempts transactions involving
9 accredited investors and that is based on a model accredited investor exemption
10 adopted by the North American Securities Administrators Association.

11 **SECTION 204.** 611.72 (2) of the statutes is amended to read:

12 611.72 (2) APPROVAL REQUIRED. No proposed plan of merger under s. 180.1101,
13 or 180.1104 ~~or 180.1107~~ or other plan for acquisition of control may be submitted to
14 the shareholders of any domestic stock insurance corporation or its parent insurance
15 holding corporation participating in the transaction or executed unless it has been
16 approved by the commissioner.

17 **SECTION 205. Appropriation changes.**

18 (1) In the schedule under section 20.005 (3) of the statutes for the appropriation
19 to the department of financial institutions under section 20.144 (1) (g) of the statutes,
20 as affected by the acts of 2001, the dollar amount is increased by \$821,600 for fiscal
21 year 2002–03 to carry out the purpose for which the appropriation is made.

22 **SECTION 206. Effective date.**

23 (1) This act takes effect on the first day of the 6th month beginning after
24 publication.

25

(END)