

## 2003 SENATE BILL 218

**AN ACT** *to repeal* 180.0825 (2) (a), 180.0825 (5) (a), (b) and (c) to (h) and 180.1105 (1) (a) and (b); *to renumber and amend* 180.0602 (3); *to consolidate, renumber and amend* 180.0825 (2) (intro.) and (b); *to amend* 179.02 (1), 179.76 (4) (c), 179.77 (6) (c), 180.0502 (3), 180.0706 (title), 180.0824 (3), 180.0825 (1), 180.1103 (1), 180.1106 (1) (b), 180.1130 (3) (a) (intro.), 180.1140 (11), 180.1150 (2), 180.1161 (4) (c), 180.1201 (title), 180.1201 (2), 180.1302 (1), 180.1302 (4), 180.1805 (5), 181.1106 (2), 181.1161 (4) (c), 183.1202 (1), 183.1205 (2) and 183.1207 (4) (c); *to repeal and recreate* 180.1130 (14); and *to create* 180.0602 (3) (b), 180.0706 (3), 180.0708, 180.0825 (5) (am) and (bm), 180.11045, 180.1105 (1) (am), (bm) and (c) to (f) and 180.1201 (1) (d) of the statutes; **relating to:** the authority of the board of directors of business corporations and corporate committees; corporate shareholder notices and meetings; mergers,

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conversions, and other business combinations; the transfer of corporate property to certain affiliates; and naming limited partnerships.

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*Analysis by the Legislative Reference Bureau*

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

1           **SECTION 1.** 179.02 (1) of the statutes is amended to read:

2           179.02 **(1)** Shall contain, with or without abbreviation, the words “limited  
3 partnership”.

4           **SECTION 2.** 179.76 (4) (c) of the statutes is amended to read:

5           179.76 **(4)** (c) The business entity continues to be vested with title to all  
6 property owned by the business entity that was converted without reversion or  
7 impairment, ~~provided that, if the converting business entity has an interest in real~~  
8 ~~estate in Wisconsin on the date of the conversion, the converting business entity shall~~  
9 ~~transfer that interest to the business entity surviving the conversion and shall~~  
10 ~~execute any real estate transfer return required under s. 77.22. The business entity~~  
11 ~~surviving the conversion shall promptly record the instrument of conveyance under~~  
12 ~~s. 59.43 in the office of the register of deeds for each county in which the real estate~~  
13 ~~is located.~~

14           **SECTION 3.** 179.77 (6) (c) of the statutes is amended to read:

15           179.77 **(6)** (c) The title to all property owned by each business entity that is a  
16 party to the merger is vested in the surviving business entity without reversion or  
17 impairment, ~~provided that, if a merging business entity has an interest in real estate~~  
18 ~~in Wisconsin on the date of the merger, the merging business entity shall transfer~~  
19 ~~that interest to the business entity surviving the merger and shall execute any real~~

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1 ~~estate transfer return required under s. 77.22. The business entity surviving the~~  
2 ~~merger shall promptly record the instrument of conveyance under s. 59.43 in the~~  
3 ~~office of the register of deeds for each county in which the real estate is located.~~

4 **SECTION 4.** 180.0502 (3) of the statutes is amended to read:

5 180.0502 (3) If the name of a registered agent changes or if the street address  
6 of his or her a registered agent's business office, he or she changes, the registered  
7 agent may change the name of the registered agent or street address of the registered  
8 office of any corporation for which he or, she, or it is the registered agent by notifying.  
9 To make a change under this subsection, the registered agent shall notify the  
10 corporation in writing of the change and by signing, either manually or in facsimile,  
11 and delivering deliver to the department for filing a signed statement that complies  
12 with sub. (2) and recites that the corporation has been notified of the change.

13 **SECTION 5.** 180.0602 (3) of the statutes is renumbered 180.0602 (3) (a) and  
14 amended to read:

15 180.0602 (3) (a) After the articles of amendment are filed under sub. (2) and  
16 before the corporation issues any shares of the class or series that is the subject of  
17 the articles of amendment, the board of directors may alter or revoke any the  
18 distinguishing designation of the class or series and the preferences, limitations, or  
19 relative rights described in the articles of amendment, by adopting another  
20 resolution appropriate for that purpose. The ~~If the board of directors adopts such a~~  
21 resolution, the corporation shall file with the department revised articles of  
22 amendment that comply with sub. (2). ~~A~~ Except as provided in par. (b), a  
23 distinguishing designation, preference, limitation, or relative right may not be  
24 altered or revoked after the issuance of any shares of the class or series that are

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1 subject to the distinguishing designation, preference, limitation, or relative right,  
2 except by amendment of the articles of incorporation under s. 180.1003.

3 **SECTION 6.** 180.0602 (3) (b) of the statutes is created to read:

4 180.0602 (3) (b) 1. Except as otherwise provided in this subdivision, after the  
5 articles of amendment are filed under sub. (2), the board of directors may decrease  
6 the number of shares of the class or series that is the subject of the articles of  
7 amendment by adopting another resolution appropriate for that purpose. The  
8 shares specified in the resolution shall resume the status applicable to them  
9 immediately before their inclusion in the class or series. The board of directors may  
10 not decrease the number of shares under this subdivision below the number of such  
11 shares that are then outstanding.

12 2. After the articles of amendment are filed under sub. (2), if no shares of the  
13 class or series that is the subject of the articles of amendment are then outstanding,  
14 the board of directors may eliminate from the articles of incorporation all matters set  
15 forth in the articles of amendment with respect to that class or series by adopting  
16 another resolution for that purpose. The board of directors shall prepare a certificate  
17 setting forth the content of any resolution under this subdivision, stating that none  
18 of the authorized shares of the class or series are outstanding, and stating that no  
19 such shares will be issued under the articles of amendment and shall deliver the  
20 signed certificate to the department for filing. A resolution under this subdivision  
21 takes effect upon filing of the certificate by the department and has the effect of  
22 eliminating from the articles of incorporation all matters set forth in the articles of  
23 amendment with respect to the applicable class or series.

24 3. Except as otherwise provided in this subdivision, after the articles of  
25 amendment are filed under sub. (2), the board of directors may increase the number

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1 of shares of the class or series that is the subject of the articles of amendment by  
2 adopting another resolution appropriate for that purpose. The board of directors  
3 may not increase the number of shares under this subdivision to be greater than the  
4 total number of authorized shares of the class or series as specified in the articles of  
5 incorporation.

6 **SECTION 7.** 180.0706 (title) of the statutes is amended to read:

7 **180.0706** (title) **Waiver of and exemption from notice.**

8 **SECTION 8.** 180.0706 (3) of the statutes is created to read:

9 180.0706 **(3)** (a) Except as provided in par. (b), any notice required to be given  
10 by a corporation to a shareholder under this chapter is not required to be given if any  
11 of the following applies:

12 1. Notice of 2 consecutive annual meetings, and all notices of meetings during  
13 the period between these annual meetings, have been sent to the shareholder at the  
14 shareholder's address as shown on the records of the corporation and have been  
15 returned as undeliverable.

16 2. All, but not less than 2, payments of dividends on securities during a  
17 one-year period, or 2 consecutive payments of dividends on securities during a period  
18 of more than one year, have been sent to the shareholder at the shareholder's address  
19 as shown on the records of the corporation and have been returned as undeliverable.

20 (b) If a shareholder to whom par. (a) applies delivers to the corporation a  
21 written notice containing the shareholder's current address, then, beginning 30 days  
22 after receipt of the notice by the corporation, the requirement that notice be given  
23 to the shareholder is reinstated, until such time as par. (a) may again apply.

24 **SECTION 9.** 180.0708 of the statutes is created to read:

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1           **180.0708 Conduct of meeting.** Unless the articles of incorporation or bylaws  
2 provide otherwise, every meeting of the shareholders shall be conducted as follows:

3           **(1)** A chairperson shall preside over the meeting. The chairperson shall be  
4 appointed by the board of directors.

5           **(2)** The chairperson shall determine the order of business and the time of  
6 adjournment and may establish rules for the conduct of the meeting which the  
7 chairperson believes are fair to the interests of all shareholders.

8           **(3)** The chairperson shall determine and announce at the meeting the time at  
9 which the polls will close for each matter voted upon at the meeting. The polls close  
10 at the announced time, except that, if no such announcement is made, the polls close  
11 upon final adjournment of the meeting. After the polls close, no ballots, proxies, or  
12 votes, or revocations or changes thereto, may be accepted.

13           **SECTION 10.** 180.0824 (3) of the statutes is amended to read:

14           180.0824 **(3)** Except as provided in ss. 180.0825 ~~(2)~~ and (3), 180.0831 (4) and  
15 180.0855 (1) and (2), if a quorum is present when a vote is taken, the affirmative vote  
16 of a majority of directors present is the act of the board of directors or a committee  
17 of the board of directors created under s. 180.0825, unless the articles of  
18 incorporation or bylaws require the vote of a greater number of directors.

19           **SECTION 11.** 180.0825 (1) of the statutes is amended to read:

20           180.0825 **(1)** Unless the articles of incorporation or bylaws provide otherwise,  
21 a board of directors may create one or more committees, appoint members of the  
22 board of directors to serve on the committees and designate other members of the  
23 board of directors to serve as alternates. Each committee shall have ~~2 or more~~  
24 members at least one member. Unless otherwise provided by the board of directors,  
25 members of the committee shall serve at the pleasure of the board of directors.

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1           **SECTION 12.** 180.0825 (2) (intro.) and (b) of the statutes are consolidated,  
2           renumbered 180.0825 (2) and amended to read:

3           180.0825 **(2)** Except as provided in sub. (3), the creation of a committee,  
4           appointment of members to it and designation of alternate members, if any, shall be  
5           approved by the ~~greater of the following:~~ ~~(b)~~ The number of directors required by the  
6           articles of incorporation or bylaws to take action under s. 180.0824 (3).

7           **SECTION 13.** 180.0825 (2) (a) of the statutes is repealed.

8           **SECTION 14.** 180.0825 (5) (a), (b) and (c) to (h) of the statutes are repealed.

9           **SECTION 15.** 180.0825 (5) (am) and (bm) of the statutes are created to read:

10          180.0825 **(5)** (am) Approve or recommend to shareholders for approval any  
11          action or matter expressly required by this chapter to be submitted to shareholders  
12          for approval.

13          (bm) Adopt, amend, or repeal any bylaw of the corporation.

14          **SECTION 15p.** 180.1103 (1) of the statutes is amended to read:

15          180.1103 **(1)** **SUBMIT TO SHAREHOLDERS.** After adopting and approving a plan of  
16          merger or share exchange, the board of directors of each corporation that is party to  
17          the merger, and the board of directors of the corporation whose shares will be  
18          acquired in the share exchange, shall submit the plan of merger, except as provided  
19          in sub. (5) and s. 180.11045 (2), or share exchange for approval by its shareholders.

20          **SECTION 15t.** 180.11045 of the statutes is created to read:

21          **180.11045 Merger of indirect wholly owned subsidiary or parent. (1)**

22          DEFINITIONS. In this section:

23          (a) “Holding company” means a corporation that issues shares under sub. (2)

24          (b) and that, during the period beginning with its incorporation and ending with the

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1 consummation of a merger under this section, was at all times a wholly owned  
2 subsidiary of the parent corporation that is party to the merger.

3 (b) “Indirect wholly owned subsidiary” means any of the following:

4 1. A corporation, all of the outstanding shares of each class of which are, prior  
5 to the consummation of a merger under this section, owned by a parent corporation  
6 indirectly through one or more business entities.

7 2. A limited liability company organized under ch. 183, all of the outstanding  
8 interests of each class of which are, prior to the consummation of a merger under this  
9 section, owned by a parent corporation indirectly through one or more business  
10 entities.

11 (c) “Organizational documents” means, when used in reference to a  
12 corporation, the corporation’s articles of incorporation and bylaws and, when used  
13 in reference to a limited liability company, the limited liability company’s operating  
14 agreement.

15 (d) “Parent corporation” means a corporation owning, prior to the  
16 consummation of a merger under this section, all of the outstanding shares of each  
17 class of another corporation or all of the outstanding interests of each class of another  
18 business entity.

19 (e) “Surviving entity” means the limited liability company or corporation, other  
20 than the holding company, surviving a merger under sub. (2).

21 (f) “Wholly owned subsidiary” means any of the following:

22 1. A corporation, all of the outstanding shares of each class of which are owned  
23 by a corporation indirectly through one or more business entities or directly.



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1           2. A limited liability company organized under ch. 183, all of the outstanding  
2 interests of each class of which are owned by a corporation indirectly through one or  
3 more business entities or directly.

4           **(2) MERGER AUTHORIZED.** Unless the articles of incorporation of the parent  
5 corporation specifically provide otherwise, or the parent corporation is a statutory  
6 close corporation under ss. 180.1801 to 180.1837, a parent corporation may merge  
7 with or into one of its indirect wholly owned subsidiaries pursuant to s. 180.1101  
8 without approval of the shareholders of the parent corporation or the shareholders  
9 or members of the indirect wholly owned subsidiary if all of the following conditions  
10 are satisfied:

11           (a) The parent corporation and the indirect wholly owned subsidiary are the  
12 only parties to the merger.

13           (b) Each share or other interest of the parent corporation outstanding  
14 immediately prior to the effective time of the merger is converted in the merger into  
15 a share or equal interest of a corporation that was a wholly owned subsidiary of the  
16 parent corporation immediately prior to the consummation of the merger having the  
17 same designation, preferences, limitations, and relative rights as the share or other  
18 interest of the parent corporation outstanding immediately prior to the effective time  
19 of the merger.

20           (c) Except as otherwise provided in this paragraph, immediately following the  
21 effective time of the merger, the organizational documents of the holding company  
22 issuing shares in the merger pursuant to sub. (2) (b) shall contain provisions  
23 identical to the organizational documents of the parent corporation immediately  
24 prior to the effective time of the merger. This requirement does not apply to  
25 provisions regarding the incorporator or incorporators, the corporate name, the

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1 registered office and agent, and provisions that are subject to amendment under s.  
2 180.1002. To the extent that the second sentence of s. 180.0852 applied to the parent  
3 corporation immediately prior to the effective time of the merger, the organizational  
4 documents of the holding company immediately following the effective time of the  
5 merger shall contain provisions implementing that sentence. If s. 180.1706 (2) and  
6 (3) applies to the parent corporation, pursuant to s. 180.1706 (1), immediately prior  
7 to the effective time of the merger, the articles of incorporation of the holding  
8 company immediately following the effective time of the merger shall contain  
9 provisions implementing s. 180.1706 (2) and (3).

10 (d) Immediately following the effective time of the merger, the surviving entity  
11 is a wholly owned subsidiary of the holding company.

12 (e) The directors of the parent corporation immediately prior to the effective  
13 time of the merger are the directors of the holding company immediately following  
14 the effective time of the merger.

15 (f) Except as otherwise provided in this paragraph, the organizational  
16 documents of the surviving entity immediately following the effective time of the  
17 merger shall contain provisions identical to the organizational documents of the  
18 parent corporation immediately prior to the effective time of the merger. With  
19 respect to a surviving entity that is a corporation, this requirement does not apply  
20 to provisions regarding the incorporator or incorporators; the corporate name; the  
21 registered office and agent; and provisions that are subject to amendment under s.  
22 180.1002 or any other law permitting amendment of the articles of incorporation  
23 without approval of the shareholders. With respect to a surviving entity that is a  
24 limited liability company, this requirement does not apply to provisions regarding  
25 the organizer or organizers; the entity name; the registered office and agent;

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1 references to members rather than shareholders; references to interests, units, or  
2 similar terms rather than shares; references to managers rather than directors; and  
3 provisions that are subject to amendment under any law permitting amendment of  
4 the operating agreement without approval of the members. The organizational  
5 documents of the surviving entity immediately following the effective time of the  
6 merger may specify a reduced number of classes and shares or other interests that  
7 the surviving entity is authorized to issue. To the extent that the 2nd sentence of s.  
8 180.0852 applied to the parent corporation immediately prior to the effective time  
9 of the merger, the organizational documents of the surviving entity immediately  
10 following the effective time of the merger shall contain provisions implementing that  
11 sentence. If s. 180.1706 (2) and (3) applies to the parent corporation, pursuant to s.  
12 180.1706 (1), immediately prior to the effective time of the merger, the organizational  
13 documents of the surviving entity immediately following the effective time of the  
14 merger shall contain provisions implementing s. 180.1706 (2) and (3). The  
15 organizational documents of the surviving entity immediately following the effective  
16 time of the merger shall contain provisions that specifically refer to this paragraph  
17 and that require all of the following:

18 1. That any act, other than the election or removal of directors or managers of  
19 the surviving entity, for which approval of the shareholders or members of the  
20 surviving entity is required under this chapter, ch. 183, or the surviving entity's  
21 organizational documents may be accomplished only with the additional approval of  
22 the shareholders of the holding company or any successor to the holding company,  
23 by the same vote as is required for approval of the shareholders or members of the  
24 surviving entity under this chapter, ch. 183, or the surviving entity's organizational  
25 documents.

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1           2. If the surviving entity is a limited liability company, that any act, other than  
2 the election or removal of managers of the surviving entity, for which approval of the  
3 shareholders of the surviving entity would be required under this chapter if the  
4 surviving entity were a corporation may be accomplished only with the additional  
5 approval of the shareholders of the holding company or any successor to the holding  
6 company, by the same vote as would be required for approval of the shareholders  
7 under this chapter if the surviving entity were a corporation.

8           3. If the surviving entity is a limited liability company, that any amendment  
9 of the organizational documents of the surviving entity which would be required  
10 under this chapter to be included in the articles of incorporation of the surviving  
11 entity if the surviving entity was a corporation, other than an amendment specified  
12 in s. 180.1002, may be accomplished only with the additional approval of the  
13 shareholders of the holding company or any successor to the holding company, by the  
14 same vote as would be required for approval of the shareholders under this chapter  
15 if the surviving entity were a corporation.

16           4. If the surviving entity is a limited liability company, that the affairs of the  
17 surviving entity be managed by or under the direction of a group of managers  
18 consisting of individuals who have the same fiduciary duties toward the surviving  
19 entity and its members as the directors of a corporation have toward the corporation  
20 and its shareholders and who are liable for breach of such duties to the same extent  
21 as directors of a corporation.

22           (g) In the opinion of the board of directors of the parent corporation, the  
23 shareholders of the parent corporation do not have a gain or loss under the Internal  
24 Revenue Code as a result of the merger.

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1           **(3) ARTICLES OF MERGER.** The surviving entity shall include in the articles of  
2 merger under s. 180.1105 a statement that the merger was approved in accordance  
3 with this section and that the requirements of sub. (2) have been satisfied.

4           **(4) EFFECT OF MERGER.** All of the following occur when a merger under sub. (2)  
5 takes effect:

6           (a) To the extent that the restrictions of s. 180.1131, 180.1141, or 180.1150  
7 applied to the parent corporation and its shareholders immediately prior to the  
8 effective time of the merger, such restrictions apply to the holding company and its  
9 shareholders immediately following the effective time of the merger to the same  
10 extent as if the holding company were the parent corporation as the corporation  
11 existed immediately prior to the consummation of the merger. For purposes of ss.  
12 180.1130, 180.1132, 180.1141, 180.1142, 180.1143, and 180.1150, the shares of the  
13 holding company acquired in the merger are deemed to have been acquired at the  
14 time and for the price and form of consideration that the shares of the parent  
15 corporation that were converted in the merger were acquired.

16           (b) If immediately prior to the effective time of the merger s. 180.1141,  
17 180.1142, or 180.1150 did not apply to a shareholder of the parent corporation, such  
18 section does not apply to the shareholder as a shareholder of the holding company  
19 solely by reason of the merger.

20           (c) If the corporate name of the holding company immediately following the  
21 effective time of the merger is the same as the corporate name of the parent  
22 corporation immediately prior to the effective time of the merger, the shares of the  
23 holding company into which the shares of the parent corporation are converted in the  
24 merger are represented by the certificates that previously represented shares of the  
25 parent corporation.

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1 (d) A shareholder of the parent corporation immediately prior to the effective  
2 time of the merger retains any right that the shareholder had immediately prior to  
3 the effective time of the merger to institute or maintain a derivative proceeding in  
4 the right of the parent corporation.

5 (e) No act of the surviving entity that requires the additional approval of the  
6 shareholders of the holding company or any successor company pursuant to sub. (2)

7 (f) shall give rise to dissenters' rights pursuant to ss. 180.1301 to 180.1331 for the  
8 shareholders or the beneficial shareholders of the holding company or any successor  
9 to the holding company.

10 (f) To the extent that shares of the parent corporation immediately prior to the  
11 effective time of the merger constituted shares of a preexisting class, the shares of  
12 the holding company immediately following the effective time of the merger  
13 constitute shares of a preexisting class to the same extent as if the holding company  
14 were the parent corporation as the parent corporation existed immediately prior to  
15 the consummation of the merger. Shares or interests of the surviving entity will not  
16 constitute shares of a preexisting class for purposes of s. 180.1705. For purposes of  
17 s. 180.1707, to the extent that shares of the parent corporation immediately prior to  
18 the effective time of the merger constituted shares of a preexisting class, the shares  
19 or interests of the surviving entity constitute shares of a preexisting class to the same  
20 extent as if the surviving entity were the parent corporation as the parent  
21 corporation existed immediately prior to the consummation of the merger.

22 (g) To the extent that the provisions of s. 180.1706 (4) applied to the parent  
23 corporation immediately prior to the effective time of the merger, such provisions  
24 apply to the holding company immediately following the effective time of the merger  
25 to the same extent as if the holding company were the parent corporation as such

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1 corporation existed immediately prior to the consummation of the merger. To the  
2 extent that the provisions of s. 180.1706 (4) applied to the parent corporation  
3 immediately prior to the effective time of the merger, if the surviving entity is a  
4 corporation, such provisions apply to the surviving entity immediately following the  
5 effective time of the merger to the same extent as if the surviving entity were the  
6 parent corporation as such corporation existed immediately prior to the  
7 consummation of the merger. To the extent that the provisions of s. 180.1706(4)  
8 applied to the parent corporation immediately prior to the effective time of the  
9 merger, if the surviving entity is a limited liability company, such provisions apply  
10 to the corresponding provisions of the organizational documents of the surviving  
11 entity immediately following the effective time of the merger to the same extent as  
12 if the surviving entity were the parent corporation as such corporation existed  
13 immediately prior to the consummation of the merger.

14 (h) To the extent that immediately prior to the effective time of the merger  
15 shareholders of the parent corporation had rights or were subject to obligations or  
16 restrictions of the types referred to in s. 180.0627 (2), 180.0630 (4), 180.0722 (2),  
17 180.0730 (1), or 180.0731 (1), such rights, obligations, or restrictions apply to the  
18 shareholders of the holding company immediately following the effective time of the  
19 merger to the same extent as if the holding company were the parent corporation as  
20 such corporation existed immediately prior to the consummation of the merger,  
21 unless the agreement, waiver, proxy, or trust establishing the rights, obligations, or  
22 restrictions specifies otherwise.

23 **SECTION 16.** 180.1105 (1) (a) and (b) of the statutes are repealed.

24 **SECTION 17.** 180.1105 (1) (am), (bm) and (c) to (f) of the statutes are created to  
25 read:

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1           180.1105 (1) (am) The name and state of incorporation of each corporation that  
2 is a party to the merger or share exchange.

3           (bm) That a plan of merger or share exchange has been approved and adopted  
4 by each corporation that is a party to the merger or share exchange as required under  
5 s. 180.1103 or 180.1104, as applicable.

6           (c) The name of the surviving or acquiring corporation.

7           (d) In the case of a merger, any amendments in the articles of incorporation of  
8 the surviving corporation that are intended by the parties to the merger to take effect  
9 upon the merger or, if there are no such amendments, a statement that the articles  
10 of incorporation of the surviving corporation or another corporation that is a party  
11 to the merger will be the articles of incorporation of the surviving corporation.

12           (e) That the executed plan of merger or share exchange is on file at the principal  
13 place of business of the surviving or acquiring corporation.

14           (f) That the surviving or acquiring corporation will provide a copy of the plan  
15 of merger or share exchange, upon request and without cost, to any shareholder of  
16 a corporation that was a party to the merger or share exchange or, upon payment to  
17 the surviving or acquiring corporation of an amount equal to the cost of producing  
18 the copy, to any other interested person.

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

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



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1 merger 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 **SECTION 18m.** 180.1130 (3) (a) (intro.) of the statutes is amended to read:

4 180.1130 (3) (a) (intro.) Unless the merger or share exchange is subject to s.  
5 180.1104 or s. 180.11045, does not alter the contract rights of the shares as set forth  
6 in the articles of incorporation or does not change or convert in whole or in part the  
7 outstanding shares of the resident domestic corporation, a merger or share exchange  
8 of the resident domestic corporation or a subsidiary of the resident domestic  
9 corporation with any of the following:

10 **SECTION 19.** 180.1130 (14) of the statutes is repealed and recreated to read:

11 180.1130 (14) “Valuation date” means the time at which the closing price of the  
12 stock is determined on the day before the first public announcement of the proposed  
13 business combination.

14 **SECTION 20.** 180.1140 (11) of the statutes is amended to read:

15 180.1140 (11) “Stock acquisition date”, with respect to any person, means the  
16 date time that that person first becomes an interested stockholder of that resident  
17 domestic corporation.

18 **SECTION 21.** 180.1150 (2) of the statutes is amended to read:

19 180.1150 (2) Unless otherwise provided in the articles of incorporation of a  
20 resident domestic corporation or otherwise specified by the board of directors of the  
21 resident domestic corporation in accordance with s. 180.0824 (3) and except as  
22 provided in sub. (3) or as restored under sub. (5), the voting power of shares of a  
23 resident domestic corporation held by any person, including shares issuable upon  
24 conversion of convertible securities or upon exercise of options or warrants, in excess

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1 of 20% of the voting power in the election of directors shall be limited to 10% of the  
2 full voting power of those shares.

3 **SECTION 22.** 180.1161 (4) (c) of the statutes is amended to read:

4 180.1161 (4) (c) The business entity continues to be vested with title to all  
5 property owned by the business entity that was converted without reversion or  
6 impairment, ~~provided that, if the converting business entity has an interest in real~~  
7 ~~estate in Wisconsin on the date of the conversion, the converting business entity shall~~  
8 ~~transfer that interest to the business entity surviving the conversion and shall~~  
9 ~~execute any real estate transfer return required under s. 77.22. The business entity~~  
10 ~~surviving the conversion shall promptly record the instrument of conveyance under~~  
11 ~~s. 59.43 in the office of the register of deeds for each county in which the real estate~~  
12 ~~is located.~~

13 **SECTION 23.** 180.1201 (title) of the statutes is amended to read:

14 **180.1201 (title) Sale of assets in regular course of business; mortgage**  
15 **of assets; transfer of assets to subsidiary.**

16 **SECTION 24.** 180.1201 (1) (d) of the statutes is created to read:

17 180.1201 (1) (d) Transfer any or all of its assets to one or more corporations or  
18 other entities, all of the shares or interests of which are owned by the corporation,  
19 unless the transfer is in connection with a plan or action involving the sale, exchange,  
20 or disposal of all or substantially all of the assets of the corporation and requires  
21 shareholder approval under s. 180.1202.

22 **SECTION 25.** 180.1201 (2) of the statutes is amended to read:

23 180.1201 (2) Unless required by the articles of incorporation, approval by the  
24 shareholders of a transaction described permitted in sub. (1) is not required.

25 **SECTION 25m.** 180.1302 (1) of the statutes is amended to read:

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1           180.1302 (1) Except as provided in sub. (4) and s. ss. 180.1008 (3) and  
2           180.11045 (4), a shareholder or beneficial shareholder may dissent from, and obtain  
3           payment of the fair value of his or her shares in the event of, any of the following  
4           corporate actions:

5           **SECTION 26.** 180.1302 (4) of the statutes is amended to read:

6           180.1302 (4) ~~Except in a business combination or unless~~ Unless the articles of  
7           incorporation provide otherwise, subs. (1) and (2) do not apply to the holders of shares  
8           of any class or series if the shares of the class or series are registered on a national  
9           securities exchange or quoted on the National Association of Securities Dealers, Inc.,  
10          automated quotations system on the record date fixed to determine the shareholders  
11          entitled to notice of a shareholders meeting at which shareholders are to vote on the  
12          proposed corporate action.

13          **SECTION 27.** 180.1805 (5) of the statutes is amended to read:

14          180.1805 (5) By merger or share exchange that becomes effective under ss.  
15          180.1101 to 180.1107 180.1106, or a share exchange of existing shares for other  
16          shares of a different class or series in the corporation.

17          **SECTION 28.** 181.1106 (2) of the statutes is amended to read:

18          181.1106 (2) **TITLE TO PROPERTY.** The title to all real estate and other property  
19          owned by each business entity that is a party to the merger is vested in the surviving  
20          business entity without reversion or impairment subject to any conditions to which  
21          the property was subject before the merger, ~~provided that, if a merging business~~  
22          ~~entity has an interest in real estate in Wisconsin on the date of the merger, the~~  
23          ~~merging business entity shall transfer that interest to the business entity surviving~~  
24          ~~the 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 29.** 181.1161 (4) (c) of the statutes is amended to read:

4 181.1161 (4) (c) The business entity continues to be vested with title to all  
5 property owned by the business entity that was converted without reversion or  
6 impairment, ~~provided that, if the converting business entity has an interest in real~~  
7 ~~estate in Wisconsin on the date of the conversion, the converting business entity shall~~  
8 ~~transfer that interest to the business entity surviving the conversion and shall~~  
9 ~~execute any real estate transfer return required under s. 77.22. The business entity~~  
10 ~~surviving the conversion shall promptly record the instrument of conveyance under~~  
11 ~~s. 59.43 in the office of the register of deeds for each county in which the real estate~~  
12 ~~is located.~~

13 **SECTION 29m.** 183.1202 (1) of the statutes is amended to read:

14 183.1202 (1) Unless otherwise provided in an operating agreement and except  
15 as provided in s. 180.11045 (2), a limited liability company that is a party to a  
16 proposed merger shall approve the plan of merger by an affirmative vote of members  
17 as described in s. 183.0404 (1) (a). Unless otherwise provided in an operating  
18 agreement or waived by the members, a limited liability company may obtain the  
19 approving vote of its members only after providing the members with not less than  
20 10 nor more than 50 days' written notice of its intent to merge accompanied by the  
21 plan of merger.

22 **SECTION 30.** 183.1205 (2) of the statutes is amended to read:

23 183.1205 (2) The title to all property owned by each business entity that is a  
24 party to the merger is vested in the surviving business entity without reversion or  
25 impairment, ~~provided that, if a merging business entity has an interest in real estate~~

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1 ~~in Wisconsin on the date of the merger, the merging business entity shall transfer~~  
2 ~~that interest to the business entity surviving the merger and shall execute any real~~  
3 ~~estate transfer return required under s. 77.22. The business entity surviving the~~  
4 ~~merger shall promptly record the instrument of conveyance under s. 59.43 in the~~  
5 ~~office of the register of deeds for each county in which the real estate is located.~~

6 **SECTION 31.** 183.1207 (4) (c) of the statutes is amended to read:

7 183.1207 **(4)** (c) The business entity continues to be vested with title to all  
8 property owned by the business entity that was converted without reversion or  
9 impairment, provided that, if the converting business entity has an interest in real  
10 estate in Wisconsin on the date of the conversion, the converting business entity shall  
11 transfer that interest to the business entity surviving the conversion and shall  
12 execute any real estate transfer return required under s. 77.22. The business entity  
13 surviving the conversion shall promptly record the instrument of conveyance under  
14 s. 59.43 in the office of the register of deeds for each county in which the real estate  
15 is located.

16 (END)