



2009 ASSEMBLY BILL 565

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

1 **AN ACT to create** 178.43 (4), 178.43 (5), 178.43 (6), 178.48 (1) (e) and 179.046 of
2 the statutes; **relating to:** changing the registered office or registered agent of
3 a limited partnership or registered limited liability partnership (suggested as
4 remedial legislation by the Department of Financial Institutions).

Analysis by the Legislative Reference Bureau

This bill authorizes a limited partnership (LP) or registered limited liability partnership (LLP) to change its registered office or registered agent by delivering to the Department of Financial Institutions (department) for filing a statement of change and paying a \$10 fee or by including the name and street address of the agent or office in an amendment to the LP's certificate of limited partnership or to the LLP's registration statement. Also, a registered agent for a LP or LLP may change the name or address of the LP's or LLP's registered agent by notifying the LP or LLP in writing and delivering to the department for filing a statement of change and paying a \$10 fee.

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

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

LAW REVISION COMMITTEE PREFATORY NOTE: This bill is a remedial legislation proposal, requested by the Department of Financial Institutions and introduced by the

ASSEMBLY BILL 565

Law Revision Committee under s. 13.83 (1) (c) 4. and 5., stats. After careful consideration of the various provisions of the bill, the Law Revision Committee has determined that this bill makes minor substantive changes in the statutes, and that these changes are desirable as a matter of public policy.

The Department of Financial Institutions indicates that extending the authorization included in this bill to limited partnerships and registered limited liability partnerships will make it more convenient for these organizations and their registered agents to make the changes covered by this bill and is consistent with the authority already granted to business corporations and nonstock corporations. See ss. 180.0502 and 181.0502, Stats.

1 **SECTION 1.** 178.43 (4) of the statutes is created to read:

2 178.43 (4) A registered limited liability partnership or foreign registered
3 limited liability partnership may change its registered office or registered agent, or
4 both, by doing any of the following:

5 (a) Delivering to the department for filing a statement of change.

6 (b) Including the name of its registered agent and the street address of its
7 registered office, as changed, in an amendment to its registration statement.

8 **SECTION 2.** 178.43 (5) of the statutes is created to read:

9 178.43 (5) Except as provided in sub. (6), a statement of change shall include
10 all of the following information:

11 (a) The name of the registered limited liability partnership or foreign
12 registered limited liability partnership and, if applicable, a statement that the
13 registered limited liability partnership or foreign registered limited liability
14 partnership is registered under this chapter.

15 (b) The name of its registered agent, as changed.

16 (c) The street address of its registered agent, as changed.

17 (d) A statement that, after the changes are made, the street addresses of its
18 registered office and the business office of its registered agent will be identical.

19 **SECTION 3.** 178.43 (6) of the statutes is created to read:

ASSEMBLY BILL 565

1 178.43 **(6)** If the name of a registered agent changes or if the street address of
2 a registered agent's business office changes, the registered agent may change the
3 name of the registered agent or the street address of the registered office, or both, of
4 any registered limited liability partnership or foreign registered limited liability
5 partnership for which he, she, or it is the registered agent. To make a change under
6 this subsection, the registered agent shall notify the registered limited liability
7 partnership or foreign registered limited liability partnership in writing of the
8 change and deliver to the department for filing a signed statement that complies with
9 sub. (5) and recites that the registered limited liability partnership or foreign
10 registered limited liability partnership has been notified of the change.

11 **SECTION 4.** 178.48 (1) (e) of the statutes is created to read:

12 178.48 **(1)** (e) Statement of change to registered office or registered agent or
13 office, \$10.

14 **SECTION 5.** 179.046 of the statutes is created to read:

15 179.046 **(1)** A limited partnership may change its registered office or registered
16 agent, or both, by doing any of the following:

17 (a) Delivering to the department for filing a statement of change, together with
18 a fee of \$10.

19 (b) Including the name of its registered agent and the street address of its
20 registered office, as changed, in an amendment to its certificate of limited
21 partnership.

22 **(2)** Except as provided in sub. (3), a statement of change under sub. (1) (a) shall
23 include all of the following information:

24 (a) The name of the limited partnership.

25 (b) The name of its registered agent, as changed.

ASSEMBLY BILL 565

1 (c) The street address of its registered agent, as changed.

2 (d) A statement that, after the changes are made, the street addresses of its
3 registered office and the business office of its registered agent will be identical.

4 **(3)** If the name of a registered agent changes or if the street address of a
5 registered agent's business office changes, the registered agent may change the
6 name of the registered agent or the street address of the registered office, or both, of
7 any limited partnership for which he, she, or it is the registered agent. To make a
8 change under this subsection, the registered agent shall notify the limited
9 partnership in writing of the change and deliver to the department for filing a signed
10 statement that complies with sub. (2) and recites that the limited partnership has
11 been notified of the change, together with a fee of \$10.

12 (END)