



2011 SENATE BILL 391

1 **AN ACT** *to repeal* 180.0504 (3) (b), 180.1510 (4) (b) 2., 181.0504 (3) (b), 181.1510
2 (4) (b) 2. and 183.1010 (4) (b) 2.; *to renumber and amend* 180.0504 (3) (a),
3 180.1510 (4) (b) 1., 181.0504 (3) (a), 181.1510 (4) (b) 1. and 183.1010 (4) (b) 1.;
4 and *to amend* 108.14 (11), 180.1421 (2m) (b), 180.1531 (2m) (b), 181.1421 (2)
5 (b), 181.1421 (3) (d), 181.1531 (2g) (b), 183.0105 (8) (c), 183.09025 (2) (b),
6 183.09025 (2) (d) and 183.1021 (2g) (b) of the statutes; **relating to:** the
7 procedure for the administrative dissolution of domestic business corporations,
8 nonstock corporations, and limited liability companies and revocation of
9 certificates of authority for foreign business corporations, nonstock
10 corporations, and limited liability companies.

Analysis by the Legislative Reference Bureau

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

SENATE BILL 391**SECTION 1c**

1 **SECTION 1c.** 108.14 (11) of the statutes is amended to read:

2 108.14 (11) The department may require any employing unit which employs
3 one or more individuals to perform work in this state to make such arrangements as
4 will reasonably assure the department that the employing unit will keep such
5 records, make such reports, and pay such contributions as are required under this
6 chapter. Any employing unit which the department has notified, through notice
7 served on it or sent by registered mail to its last-known address or served by
8 publishing a notice under s. 180.1510 (4) (b) ~~1~~, that it is required to make such
9 arrangements and which fails to do so within 20 days after such notification may,
10 through proceedings instituted by the department in the circuit court for Dane
11 County, be restrained from doing business in this state until it has made such
12 arrangements.

13 **SECTION 1m.** 180.0504 (3) (a) of the statutes is renumbered 180.0504 (3) and
14 amended to read:

15 180.0504 (3) Except as provided in par. ~~(b)~~ s. 180.1421 (2m) (b), if the address
16 of the corporation's principal office cannot be determined from the records held by
17 the department, the corporation may be served by publishing a class 3 notice, under
18 ch. 985, in the community where the corporation's principal office or registered office,
19 as most recently designated in the records of the department, is located.

20 **SECTION 2.** 180.0504 (3) (b) of the statutes is repealed.

21 **SECTION 3.** 180.1421 (2m) (b) of the statutes is amended to read:

22 180.1421 (2m) (b) If the notice under par. (a) is returned to the department as
23 undeliverable or if the corporation's principal office cannot be determined from the
24 records of the department, the department shall give the notice by publishing a class
25 ~~2~~ 1 notice under ch. 985 in the official state newspaper.

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1 **SECTION 3c.** 180.1510 (4) (b) 1. of the statutes is renumbered 180.1510 (4) (b)
2 and amended to read:

3 180.1510 **(4)** (b) Except as provided in ~~subd. 2.~~ s. 180.1531 (2m) (b), if the
4 address of the foreign corporation's principal office cannot be determined from the
5 records of the department, the foreign corporation may be served by publishing a
6 class 3 notice, under ch. 985, in the community where the foreign corporation's
7 principal office or registered office, as most recently designated in the records of the
8 department, is located.

9 **SECTION 3d.** 180.1510 (4) (b) 2. of the statutes is repealed.

10 **SECTION 3e.** 180.1531 (2m) (b) of the statutes is amended to read:

11 180.1531 **(2m)** (b) If the notice under par. (a) is returned to the department as
12 undeliverable or if the corporation's principal office cannot be determined from the
13 records of the department, the department shall give the notice by publishing a class
14 ~~2~~ 1 notice under ch. 985 in the official state newspaper.

15 **SECTION 3f.** 181.0504 (3) (a) of the statutes is renumbered 181.0504 (3) and
16 amended to read:

17 181.0504 **(3)** Except as provided in ~~par. (b)~~ s. 181.1421 (2) (b), if the address of
18 the corporation's principal office cannot be determined from the records held by the
19 department, the corporation may be served by publishing a class 3 notice, under ch.
20 985, in the community where the corporation's principal office or registered office,
21 as most recently designated in the records of the department, is located.

22 **SECTION 3g.** 181.0504 (3) (b) of the statutes is repealed.

23 **SECTION 3h.** 181.1421 (2) (b) of the statutes is amended to read:

24 181.1421 **(2)** (b) If the notice under par. (a) is returned to the department as
25 undeliverable or if the corporation's principal office cannot be determined from the

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

3 **SECTION 3i.** 181.1421 (3) (d) of the statutes is amended to read:

4 181.1421 (3) (d) If the notice is published as a class ~~2~~ 1 notice, under ch. 985,
5 the effective date set under ch. 985 for the notice.

6 **SECTION 3j.** 181.1510 (4) (b) 1. of the statutes is renumbered 181.1510 (4) (b)
7 and amended to read:

8 181.1510 (4) (b) Except as provided in ~~subd. 2.~~ s. 181.1531 (2g) (b), if the address
9 of the foreign corporation's principal office cannot be determined from the records of
10 the department, the foreign corporation may be served by publishing a class 3 notice,
11 under ch. 985, in the community where the foreign corporation's principal office or
12 registered office, as most recently designated in the records of the department, is
13 located.

14 **SECTION 3k.** 181.1510 (4) (b) 2. of the statutes is repealed.

15 **SECTION 3m.** 181.1531 (2g) (b) of the statutes is amended to read:

16 181.1531 (2g) (b) If the notice under par. (a) is returned to the department as
17 undeliverable or if the corporation's principal office cannot be determined from the
18 records of the department, the department shall give the notice by publishing a class
19 ~~2~~ 1 notice under ch. 985 in the official state newspaper.

20 **SECTION 3n.** 183.0105 (8) (c) of the statutes is amended to read:

21 183.0105 (8) (c) If Except as provided in s. 183.09025 (2) (d), if the address of
22 the limited liability company's principal office cannot be determined from the records
23 of the department, the limited liability company may be served by publishing a class
24 3 notice, under ch. 985, in the community where the limited liability company's

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1 registered office, as most recently designated in the records of the department, is
2 located.

3 **SECTION 3o.** 183.09025 (2) (b) of the statutes is amended to read:

4 183.09025 (2) (b) Within 60 days after the date on which the notice is received
5 or the date on which the ~~second insertion of the class 2~~ 1 notice under par. (d) is
6 published, the limited liability company shall correct each ground for dissolution or
7 demonstrate to the reasonable satisfaction of the department that each ground
8 determined by the department does not exist.

9 **SECTION 3p.** 183.09025 (2) (d) of the statutes is amended to read:

10 183.09025 (2) (d) If a notice under par. (a) or (c) is returned to the department
11 as undeliverable, the department shall again mail the notice to the limited liability
12 company as provided under that paragraph. If the notice is again returned to the
13 department as undeliverable, the department shall give the notice by publishing a
14 class ~~2~~ 1 notice under ch. 985 in the official state newspaper.

15 **SECTION 3q.** 183.1010 (4) (b) 1. of the statutes is renumbered 183.1010 (4) (b)
16 and amended to read:

17 183.1010 (4) (b) Except as provided in ~~subd. 2. s. 183.1021 (2g) (b)~~, if the address
18 of the foreign limited liability company's principal office cannot be determined from
19 the records of the department, the foreign limited liability company may be served
20 by publishing a class 3 notice, under ch. 985, in the community where the foreign
21 limited liability company's principal office or, if not in this state, its registered office,
22 as most recently designated in the records of the department, is located.

23 **SECTION 3r.** 183.1010 (4) (b) 2. of the statutes is repealed.

24 **SECTION 3s.** 183.1021 (2g) (b) of the statutes is amended to read:

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1 183.1021 **(2g)** (b) If the notice under par. (a) is returned to the department as
2 undeliverable or if the foreign limited liability company's principal office cannot be
3 determined from the records of the department, the department shall give the notice
4 by publishing a class ~~2~~ 1 notice under ch. 985 in the official state newspaper.

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(END)