

SENATE BILL 391 (LRB -3413)

An Act to repeal 180.0504 (3) (b); to renumber and amend 180.0504 (3) (a); and to amend 180.1421 (2m) (b) of the statutes; relating to: the procedure for the administrative dissolution of corporations. (FE)

2012

01-19.	S.	Introduced by Senator Grothman ; cosponsored by Representative Kramer .	
01-19.	S.	Read first time and referred to committee on Financial Institutions and Rural Issues	660
01-25.	S.	Public hearing held.	
02-06.	S.	Fiscal estimate received.	
02-08.	S.	Executive action taken.	
02-08.	S.	Report introduction and adoption of Senate Amendment 1 recommended by committee on Financial Institutions and Rural Issues, Ayes 5, Noes 0 (LRB a2191)	689
02-08.	S.	Report introduction and adoption of Senate Amendment 2 recommended by committee on Financial Institutions and Rural Issues, Ayes 5, Noes 0 (LRB a2251)	689
02-08.	S.	Report passage as amended recommended by committee on Financial Institutions and Rural Issues, Ayes 5, Noes 0	689
02-08.	S.	Available for scheduling.	
02-13.	S.	Placed on calendar 2-14-2012 pursuant to Senate Rule 18(1)	698
02-14.	S.	Read a second time	706
02-14.	S.	Senate amendment 1 withdrawn and returned to author	706
02-14.	S.	Senate amendment 2 adopted	706
02-14.	S.	Ordered to a third reading	706
02-14.	S.	Rules suspended	706
02-14.	S.	Read a third time and passed	706
02-14.	S.	Ordered immediately messaged	708
02-14.	A.	Received from Senate	793
02-14.	A.	Read first time and referred to calendar of 2-16-2012	794
02-16.	A.	Rules suspended to withdraw from calendar and take up.	
02-16.	A.	Read a second time.	
02-16.	A.	Ordered to a third reading.	
02-16.	A.	Rules suspended.	
02-16.	A.	Read a third time and concurred in .	
02-16.	A.	Ordered immediately messaged.	
02-17.	S.	Received from Assembly concurred in.	

**2011
ENROLLED BILL**

11en S B-391

ADOPTED DOCUMENTS:

Orig **Engr** **SubAmdt**

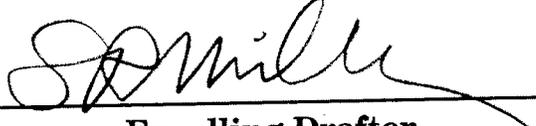
11-3413/1

Amendments to above (if none, write "NONE"): SA2 - a 2251/1

Corrections - show date (if none, write "NONE"): NONE

Topic administrative dissolution of domestic business corporations, nonstock corporations,
and limited liability companies and revocation of certificates of authority for foreign
business corporations, nonstock corporations, and limited liability companies

2-17-12
Date


Enrolling Drafter



2011 SENATE BILL 391

January 19, 2012 - Introduced by Senator GROTHMAN, cosponsored by Representative KRAMER. Referred to Committee on Financial Institutions and Rural Issues.

1 **AN ACT** *to repeal* 180.0504 (3) (b); *to renumber and amend* 180.0504 (3) (a);
2 and *to amend* 180.1421 (2m) (b) of the statutes; **relating to:** the procedure for
3 the administrative dissolution of corporations. INS. SA 2-1

Analysis by the Legislative Reference Bureau

Under current law, a corporation may voluntarily dissolve by filing articles of dissolution with the Department of Financial Institutions (DFI). DFI also has authority to initiate the involuntary dissolution of a corporation, based on specified grounds, by bringing a proceeding to administratively dissolve the corporation. If DFI commences such a dissolution proceeding, DFI must give the corporation written notice, addressed to the registered office of the corporation, of its determination that one or more grounds exist to dissolve the corporation, after which the corporation has 60 days to correct each ground for dissolution or demonstrate to the reasonable satisfaction of DFI that each ground does not exist. If the corporation fails to do so, DFI must administratively dissolve the corporation. DFI must enter a notation in its records to reflect each ground for dissolution and the effective date of dissolution and must give the corporation written notice of those facts, addressed to the registered office of the corporation. If either of these notices from DFI is returned to DFI as undeliverable, DFI must again give notice to the corporation, this time addressed to the principal office of the corporation. If this follow-up notice is returned to DFI as undeliverable or if the corporation's principal office cannot be determined from DFI's records, DFI must give the notice by publishing a "class 2" notice (two insertions) in the official state newspaper.

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Under this bill, if DFI's follow-up notice is returned to DFI as undeliverable or if the corporation's principal office cannot be determined from DFI's records, instead of giving the notice by publishing a "class 2" notice in the official state newspaper, DFI must give the notice by posting it on DFI's Web site. For two years, DFI must also publish a monthly "class 1" notice in the official state newspaper informing the public that these administrative dissolution notices are posted on DFI's Web site.

For further information see the *state* fiscal estimate, which will be printed as an appendix to this bill.

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

INS. SA2-2

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

INS. SA2-3

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

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

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

10 180.1421 (2m) (b) If the notice under par. (a) is returned to the department as
11 undeliverable or if the corporation's principal office cannot be determined from the
12 records of the department, the department shall give the notice by ~~publishing a class~~
13 ~~2 notice under ch. 985 in the official state newspaper~~ posting the notice on the
14 department's Web site

INS. SA2-4

15 **SECTION 4. Nonstatutory provisions.**

16 (1) In addition to posting the notice described in section 180.1421 (2m) (b) of
17 the statutes, as affected by this act, the department of financial institutions shall,
18 for 24 months after the effective date of this subsection, publish a monthly class 1

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1 notice under ch. 985 in the official state newspaper informing the public that notices
2 described in section 180.1421 (2m) (b) of the statutes, as affected by this act, are
3 posted on the department's Web site.

4

(END)

INS SA2-5



State of Wisconsin
2011 - 2012 LEGISLATURE



LRBa2251/1
ARG:med&kjf:rs

SENATE AMENDMENT 2,
TO 2011 SENATE BILL 391

February 8, 2012 - Offered by COMMITTEE ON FINANCIAL INSTITUTIONS AND RURAL
ISSUES.

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

2 1. Page 1, line 3: delete "corporations" and substitute "domestic business
3 corporations, nonstock corporations, and limited liability companies and revocation
4 of certificates of authority for foreign business corporations, nonstock corporations,
5 and limited liability companies".

SA2-1

6 2. Page 2, line 1: before that line insert:

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

8 108.14 (11) The department may require any employing unit which employs
9 one or more individuals to perform work in this state to make such arrangements as
10 will reasonably assure the department that the employing unit will keep such
11 records, make such reports, and pay such contributions as are required under this
12 chapter. Any employing unit which the department has notified, through notice
13 served on it or sent by registered mail to its last-known address or served by

SA2-2

1 publishing a notice under s. 180.1510 (4) (b) ~~1~~, that it is required to make such
 2 arrangements and which fails to do so within 20 days after such notification may,
 3 through proceedings instituted by the department in the circuit court for Dane
 4 County, be restrained from doing business in this state until it has made such
 5 arrangements.”.

SA2-3

6 **3.** Page 2, line 1: delete “SECTION 1” and substitute “SECTION 1m”.

7 **4.** Page 2, line 12: delete the material beginning with “publishing” and ending
 8 with “site” on line 14 and substitute “publishing a class 2 ~~1~~ notice under ch. 985 in
 9 the official state newspaper”.

SA2-4

10 **5.** Page 2, line 15: delete the material beginning with that line and ending with
 11 page 3, line 3 and substitute:

SA2-5

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

14 180.1510 (4) (b) Except as provided in ~~subd. 2.~~ s. 180.1531 (2m) (b), if the
 15 address of the foreign corporation’s principal office cannot be determined from the
 16 records of the department, the foreign corporation may be served by publishing a
 17 class 3 notice, under ch. 985, in the community where the foreign corporation’s
 18 principal office or registered office, as most recently designated in the records of the
 19 department, is located.

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

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

22 180.1531 (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

SA 2-5

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

5 181.0504 (3) Except as provided in ~~par. (b)~~ s. 181.1421 (2) (b), if the address of
6 the corporation's principal office cannot be determined from the records held by the
7 department, the corporation may be served by publishing a class 3 notice, under ch.
8 985, in the community where the corporation's principal office or registered office,
9 as most recently designated in the records of the department, is located.

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

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

12 181.1421 (2) (b) If the notice under par. (a) is returned to the department as
13 undeliverable or if the corporation's principal office cannot be determined from the
14 records of the department, the department shall give the notice by publishing a class
15 2 1 notice under ch. 985 in the official state newspaper.

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

17 181.1421 (3) (d) If the notice is published as a class 2 1 notice, under ch. 985,
18 the effective date set under ch. 985 for the notice.

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

21 181.1510 (4) (b) Except as provided in ~~subd. 2.~~ s. 181.1531 (2g) (b), if the address
22 of the foreign corporation's principal office cannot be determined from the records of
23 the department, the foreign corporation may be served by publishing a class 3 notice,
24 under ch. 985, in the community where the foreign corporation's principal office or

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

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

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

5 181.1531 (2g) (b) If the notice under par. (a) is returned to the department as
6 undeliverable or if the corporation's principal office cannot be determined from the
7 records of the department, the department shall give the notice by publishing a class
8 2 1 notice under ch. 985 in the official state newspaper.

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

10 183.0105 (8) (c) If Except as provided in s. 183.09025 (2) (d), if the address of
11 the limited liability company's principal office cannot be determined from the records
12 of the department, the limited liability company may be served by publishing a class
13 3 notice, under ch. 985, in the community where the limited liability company's
14 registered office, as most recently designated in the records of the department, is
15 located.

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

17 183.09025 (2) (b) Within 60 days after the date on which the notice is received
18 or the date on which the ~~second insertion of the~~ class 2 1 notice under par. (d) is
19 published, the limited liability company shall correct each ground for dissolution or
20 demonstrate to the reasonable satisfaction of the department that each ground
21 determined by the department does not exist.

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

23 183.09025 (2) (d) If a notice under par. (a) or (c) is returned to the department
24 as undeliverable, the department shall again mail the notice to the limited liability
25 company as provided under that paragraph. If the notice is again returned to the

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

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

5 183.1010 (4) (b) Except as provided in ~~subd. 2. s. 183.1021 (2g) (b)~~, if the address
6 of the foreign limited liability company's principal office cannot be determined from
7 the records of the department, the foreign limited liability company may be served
8 by publishing a class 3 notice, under ch. 985, in the community where the foreign
9 limited liability company's principal office or, if not in this state, its registered office,
10 as most recently designated in the records of the department, is located.

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

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

13 183.1021 (2g) (b) If the notice under par. (a) is returned to the department as
14 undeliverable or if the foreign limited liability company's principal office cannot be
15 determined from the records of the department, the department shall give the notice
16 by publishing a class 2 1 notice under ch. 985 in the official state newspaper.”

17

(END)