



State of Wisconsin
2017 - 2018 LEGISLATURE

LRBa1453/1
ARG:ahe&kjf

**ASSEMBLY AMENDMENT 2,
TO ASSEMBLY BILL 354**

October 27, 2017 – Offered by Representative SKOWRONSKI.

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

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

3 “**SECTION 1g.** 180.1302 (3m) of the statutes is created to read:

4 180.1302 (**3m**) Notwithstanding any other provision of this section, if the
5 issuer corporation has become a benefit corporation under s. 204.104 (1) or (2), a
6 shareholder of the benefit corporation may dissent from the amendment of the
7 articles or the fundamental transaction to become a benefit corporation and obtain
8 payment of the fair value of his or her shares, as provided in s. 204.104 (3). “Fair
9 value” as used in this subsection means the value of the shares immediately before
10 the effectuation of the corporate action to which the dissenter objects, excluding any
11 appreciation or depreciation in anticipation of the corporate action unless exclusion
12 would be inequitable and not reduced by lack of marketability or minority
13 discounts.”.

2. Page 5, line 5: after that line insert:

“(3) SHAREHOLDER VOTE. Notwithstanding any provision to the contrary in the corporation’s articles of incorporation, bylaws, or shareholder agreements, the amendment of a corporation’s articles or its entry into a fundamental transaction under this chapter requires approval by the affirmative vote of the holders of at least two-thirds of the shares entitled to vote on the matter. If the amendment or fundamental transaction is approved, a shareholder who did not vote in favor of the amendment or fundamental transaction is entitled to assert dissenters’ rights under ss. 180.1301 to 180.1331.”.

(END)