

CHAPTER 337 , Laws of 1981

AN ACT to repeal 180.08 (5) and 181.07 (4); to amend 180.10 (1) (intro.), (b) and (c) and (2) to (5), 180.105 (1) (c), (3) and (4), 180.44, 180.45 (1) (i), 180.49 (1), (2) and (4), 180.53 (1) and (8), 180.54, 180.55 (1) (a) and (2), 180.58 (2) (intro.), 180.65 (2) and (3), 180.66, 180.685 (3) (c) and (d) and (4), 180.753 (3) (e), 180.755, 180.757 (intro.), 180.761 (intro.) and (3) (a), 180.763, 180.767, 180.768 (1), 180.783, 180.92 (1), 181.30, 181.31 (1) (g), 181.34 (1), 181.37 (1), 181.38, 181.39 (1) (a) and (2), 181.45 (3), 181.46, 181.53 (intro.), 181.55, 181.555, 181.63, 185.04, 185.05 (1) (k) and (3), 185.06, 185.08 (2), 185.53 (1) (a), (2) and (4), 185.54 (intro.) and (2), 185.62 (1), 185.71 (3) (a) and (4), 185.74 (1), 185.76 and 225.01; to repeal and recreate 180.46, 180.86, 181.32, 181.67 and 185.82; and to create 180.10 (2) (a) to (c), 180.65 (1) (d), 180.685 (3) (e), 180.753 (3) (f), 180.765 (7), 181.45 (1) (d), 181.54 (8), 181.667, 185.815 and 185.825 of the statutes, relating to filing and recording corporate and cooperative documents.

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

SECTION 1. 59.57 (1) (a) of the statutes is amended to read:

59.57 (1) (a) ~~For~~ Except as provided in sub. (2), for recording any instrument entitled to be recorded in the office of the register of deeds, \$2 for one page (first page) and \$1 for each additional page. One "page" is one side of a single sheet of paper not larger than 8-1/2 by 14 inches using type not smaller than 6-point type. Each rider attached to a document shall be considered an additional page.

SECTION 2. 59.57 (2) of the statutes is created to read:

59.57 (2) For recording any document for which recording is required under ch. 180, 181 or 185, \$10.

SECTION 3. 180.08 (5) of the statutes is repealed.

SECTION 4. 180.10 (1) (intro.), (b) and (c) and (2) of the statutes are amended to read:

180.10 (1) (intro.) A corporation may change its registered office or change its registered agent, or both, by executing, ~~filing and recording~~ filing a statement setting forth:

(b) The address, including street and number, if any, and the county of its then registered office;

(c) If the address of its registered office ~~be~~ is changed, the address, including street and number, if any, and the county to which the registered office is to be changed;

(2) ~~Such~~ The statement shall be executed by a principal officer of the corporation ~~and the corporate seal shall be thereto affixed~~ under corporate seal. If its new registered office is to be located in a county different from that in which its then registered office is located, ~~an original of the above statement, or a copy of the filed original certified by the secretary of state, shall be recorded in both counties and the original articles with amendments thereto or restated articles, or certified copies thereof, shall be recorded in the county of the new registered office.~~

SECTION 5. 180.10 (2) (a) to (c) of the statutes are created to read:

180.10 (2) (a) An original of the statement or a duplicate original endorsed by the secretary of state shall be recorded in each county;

(b) The statement shall specify the county of the former registered office and the new registered office; and

(c) A certificate of the secretary of state listing the type and date of filing of recordable documents previously filed by the corporation shall be recorded in the county of the new registered office.

SECTION 6. 180.10 (3) to (5) of the statutes are amended to read:

180.10 (3) The change of address of the registered office, or the change of registered agent or both, as the case may be, shall become effective on completion of the filing ~~and recording herein required~~ of the statement with the secretary of state.

(4) In lieu of change ~~pursuant to~~ under subs. (1), (2) and (3), a corporation may change its registered office or ~~change its~~ registered agent, or both, by setting forth the address of its registered office and name of its registered agent, as changed, in articles of amendment of its articles of incorporation or in restated articles of incorporation filed and recorded ~~as provided in~~ under this chapter. If a document filed under this subsection changes the county of the registered office, sub. (2) (a) and (b) applies.

(5) If a registered agent's business address is changed to another place within the county, such change of address and the address of the registered office may be indicated by executing, ~~filing and recording~~ filing a statement as required in sub. (1), except it need be signed only by the registered agent and need not be responsive to sub. (1) (e) or (g) and shall state that a copy of the statement has been mailed to the corporation.

SECTION 7. 180.105 (1) (c), (3) and (4) of the statutes are amended to read:

180.105 (1) (c) The address, including street and number, if any, and the county of the corporation's then registered office in this state.

(3) Such statement shall be filed and recorded. At the time of filing, a triplicate shall be delivered to the secretary of state. ~~On receipt from the register of deeds of the certificate showing the recording of the duplicate original of the statement, the~~ The secretary of state shall note on the triplicate the date of ~~recording~~ filing and mail the same to the corporation at its principal place of business as shown by the records in his or her office.

(4) If no change of registered agent is previously made, the resignation shall be effective on the expiration of 60 days after the date of ~~recording~~ filing the statement, and the office of the resigned registered agent shall then cease to be the registered office of the corporation.

SECTION 8. 180.44 of the statutes is amended to read:

180.44 Incorporators. One or more natural persons of the age of 18 years or more may act as incorporator or incorporators of a corporation by signing and acknowledging, and ~~filing and recording~~ articles of incorporation for such corporation.

SECTION 9. 180.45 (1) (i) of the statutes is amended to read:

180.45 (1) (i) The address, including street and number, if any, and the county of its initial registered office and the name of its initial registered agent at such address.

SECTION 10. 180.46 of the statutes is repealed and recreated to read:

180.46 Filing and recording of articles of incorporation. Duplicate originals of the articles of incorporation shall be submitted to the secretary of state for filing and recording. The secretary of state shall file one of them and forward the other within 5 days to the register of deeds of the county in which the registered office of the corporation is located. The incorporator may submit a triplicate original to the secretary of state, who shall endorse the triplicate and return it to the party submitting it, who may then submit it to the register of deeds for recording, together with the appropriate recording fee. On filing an original, the secretary of state shall issue a certificate of incorporation. Until an original is received by the register of deeds or 10 days have elapsed after filing an original,

whichever is sooner, the corporation may transact no business except to complete its organization.

SECTION 11. 180.49 (1), (2) and (4) of the statutes are amended to read:

180.49 (1) After articles of incorporation which do not name the initial directors are ~~left for record filed~~ filed in the office of the ~~register of deeds as provided in~~ secretary of state ~~under~~ s. 180.46, the first meeting of subscribers shall be held, either within or without this state, at the call of a majority of the incorporators, for the purpose of electing directors and for such other purposes as are stated in the notice of the meeting. At such first meeting each subscriber shall be entitled to vote to the same extent as though he or she were then a shareholder of the shares for which he or she has subscribed. The incorporators so calling the meeting shall give at least 3 days' notice thereof by mail to each subscriber, which notice shall state the time, place, and purpose of the meeting.

(2) After articles of incorporation which name the initial directors are ~~left for record filed~~ filed, or after the election by subscribers of the directors constituting the initial board of directors, an organization meeting of such board of directors shall be held, either within or without this state, at the call of a majority of the directors so named or elected, for the purpose of electing officers and for the transaction of such other business as comes before the meeting. The directors calling the meeting shall give at least 3 days' notice thereof by mail to each director so named or elected, which notice shall state the time and place of the meeting.

(4) A majority of the incorporators or the survivors thereof may, in lieu of action by the shareholders, amend the articles of incorporation or voluntarily dissolve the corporation at any time before shares have been issued, by ~~signing, filing and recording~~ filing articles of amendment or articles of dissolution, as the case may be, which shall include a statement that no shares have been issued, and which shall contain such other variations in the forms of such documents prescribed by this chapter as may be appropriate to the case. Unless such amendment has been authorized by the affirmative vote or the written consent of not less than two-thirds of the shares subscribed for, any subscriber or shareholder who has not voted in favor thereof or consented thereto shall be released from his or her subscription and shall be entitled to repayment of any consideration paid in for his or her shares upon application to the corporation within 10 days after notice of such amendment.

SECTION 12. 180.53 (1) and (8) of the statutes are amended to read:

180.53 (1) The name of the corporation and the county in which its registered office is located;

(8) If the effective time of such amendment is not to be the time of ~~recording~~ filing of the articles of amendment, then a designation of the effective date and time, which shall be within 31 days after such ~~recording~~ filing.

SECTION 13. 180.54 of the statutes is amended to read:

180.54 Filing and recording articles of amendment. The articles of amendment shall be filed and recorded, and upon ~~receipt~~ filing of the ~~certificate of the register of deeds~~ articles, the secretary of state may issue a certificate of amendment.

SECTION 14. 180.55 (1) (a) and (2) of the statutes are amended to read:

180.55 (1) (a) In lieu of setting forth the address of its initial registered office and the name of its initial registered agent at such address, it shall set forth the address, including street and number, if any, and the county of its registered office and the name of its registered agent at such address at the time of the adoption of the restated articles of incorporation or as changed thereby; and

(2) Restated articles of incorporation ~~when~~ shall be executed, filed and recorded in the manner prescribed in this chapter for articles of amendment, and on filing shall supersede and take the place of the theretofore existing articles of incorporation and amendments thereto. The secretary of state shall upon request certify a copy of the articles of incorporation, or the articles of incorporation as restated, or any amendments to either thereof.

SECTION 15. 180.58 (2) (intro.) of the statutes is amended to read:

180.58 (2) (intro.) If the articles of incorporation provide that such shares, when redeemed, shall not be reissued, the corporation may file and ~~record there shall be~~ recorded a statement of reduction of authorized shares which shall operate as an amendment to its articles of incorporation and shall reduce the authorized number of shares of the class by the number of shares so canceled. Such statement shall be executed by its president or a vice president and by its secretary or an assistant secretary, and the corporate seal shall be thereto affixed, and shall set forth:

SECTION 16. 180.65 (1) (d) of the statutes is created to read:

180.65 (1) (d) As to each corporation, the county in which its registered office is located.

SECTION 17. 180.65 (2) and (3) of the statutes are amended to read:

180.65 (2) Such articles of merger or consolidation shall be filed in the office of the secretary of state and shall be recorded, ~~within 40 days of such filing,~~ in the offices of the registers of deeds of the counties of this state in which the respective corporations so consolidating or merging have their registered offices, and in the county where the surviving or new corporation is to have its registered office.

(3) The certificate of merger or consolidation may be issued by the secretary of state upon expiration of the period for filing a certificate of abandonment, ~~and after receipt of the requisite certificates from the registers of deeds.~~

SECTION 18. 180.66 of the statutes is amended to read:

180.66 Effective date of merger or consolidation; abandonment. The merger or consolidation shall be effected upon the due recording filing of the articles of merger or consolidation, or at such time within 31 days thereafter as is designated in said articles. If, after the filing of articles of merger or consolidation, the merger or consolidation is abandoned pursuant to provisions therefor set forth in the plan of merger or consolidation, there shall be executed by the president or a vice president and the secretary or an assistant secretary of each corporation, and shall be sealed with the corporate seal of each corporation, a certificate of abandonment setting forth the fact and date of such abandonment; and such certificate shall within 30 days of such abandonment be filed in the office of the secretary of state and recorded in each office in which such articles of merger or consolidation were recorded.

SECTION 19. 180.685 (3) (c) and (d) of the statutes are amended to read:

180.685 (3) (c) The date of the mailing to shareholders of the subsidiary corporation of a copy of the plan of merger, and notice required by sub. (2), or a statement that the same were waived; ~~and~~

(d) If the effective time of such merger is not to be the time of ~~completion of recording~~ filing of the articles of merger, then a designation of the effective date and time, which shall be within 31 days after ~~such recording.~~ filing; and

SECTION 20. 180.685 (3) (e) of the statutes is created to read:

180.685 (3) (e) As to each corporation, the county in which its registered office is located.

SECTION 21. 180.685 (4) of the statutes is amended to read:

180.685 (4) After the expiration or waiver of all rights of such shareholders to make written demands for payment under s. 180.72, such articles of merger shall be filed in the office of the secretary of state and shall be recorded, ~~within 40 days of such filing,~~ in the offices of the registers of deeds of the counties of this state in which the respective corporations so merging have their registered offices.

SECTION 22. 180.753 (3) (e) of the statutes is amended to read:

180.753 (3) (e) The number of shares voted for and against the resolution, respectively, and, if the shares of any class are entitled to vote as a class, the number of shares of each such class voted for and against the resolution, respectively; and

SECTION 23. 180.753 (3) (f) of the statutes is created to read:

180.753 (3) (f) The county in which its registered office is located.

SECTION 24. 180.755 of the statutes is amended to read:

180.755 Filing and recording statement of intent to dissolve and effect thereof. The statement of intent to dissolve, whether by consent of shareholders or by act of the corporation, shall be filed and recorded, and ~~thereupon on the filing of the statement~~ the corporation shall cease to carry on its business, except insofar as may be necessary for the proper winding up thereof.

SECTION 25. 180.757 (intro.) of the statutes is amended to read:

180.757 Proceedings after filing and recording of statement of intent to dissolve. (intro.) After the ~~due recording~~ filing of a statement of intent to dissolve:

SECTION 26. 180.761 (intro.) and (3) (a) of the statutes are amended to read:

180.761 Revocation of voluntary dissolution proceedings. (intro.) A corporation may, at any time prior to the ~~due recording~~ filing of articles of dissolution, as hereinafter provided, revoke voluntary dissolution proceedings theretofore taken, in the following manner:

(3) (a) The name of the corporation and the county in which its registered office is located;

SECTION 27. 180.763 of the statutes is amended to read:

180.763 Filing and recording of statement of revocation of voluntary dissolution proceedings and effect thereof. The statement of revocation of voluntary dissolution proceedings, whether by consent of shareholders or by act of the corporation, shall be filed and recorded, and ~~thereupon such on filing the statement~~ the revocation ~~shall become~~ is effective and the corporation may again carry on its business.

SECTION 28. 180.765 (7) of the statutes is created to read:

180.765 (7) The county in which the corporation's registered office is located.

SECTION 29. 180.767 of the statutes is amended to read:

180.767 Filing and recording articles of dissolution and effect thereof. The articles of dissolution shall be filed and recorded, and the existence of the corporation shall cease ~~at that time when the articles are filed,~~ except for the purpose of suits, other proceedings and appropriate corporate action of shareholders, directors and officers as provided in this chapter. ~~Upon receipt of the certificate of the register of deeds~~ filing of the articles, the secretary of state may issue a certificate of dissolution.

SECTION 30. 180.768 (1) of the statutes is amended to read:

180.768 (1) Upon the ~~filing and recording~~ of the articles of dissolution or of a decree of dissolution or upon the issuance of a certificate of involuntary dissolution, the title to any property inadvertently or otherwise omitted from the final distribution or the title to any property not distributed prior to the issuance of a certificate of involuntary dissolution vests in the directors named in the articles or decree of dissolution or in the last-acting

directors in the case of the issuance of a certificate of involuntary dissolution as trustees for the benefit of the creditors and shareholders of the corporation as their respective rights and interests may appear. The trustees shall distribute this property or its proceeds to the persons beneficially entitled, and for this purpose a majority of the directors acting as trustees have full authority and capacity to collect and administer this property; to adjust and settle any claims against this property; to waive, release or subordinate reversionary rights or interests in real estate, or rights arising out of restrictions or conditions enforceable by the corporation; to sell, assign, or otherwise transfer this property in whole or in part, on such terms and conditions as they in their discretion may determine; and to do any other lawful acts as may be necessary or proper for them to execute their trust.

SECTION 31. 180.783 of the statutes is amended to read:

180.783 Filing of decree of dissolution. In case the court enters a decree dissolving a corporation the clerk of such court shall cause a certified copy of the decree to be filed and recorded. Upon receipt of the certificate of the register of deeds the filing of the decree the secretary of state shall issue a certificate of dissolution. No fee shall be charged for filing or recording.

SECTION 32. 180.86 of the statutes is repealed and recreated to read:

180.86 Procedure on filing and recording of documents. (1) If a document is required to be filed and recorded under this chapter, all of the following shall be included when the document is submitted for filing:

(a) Separate originals of the document for the secretary of state and for the register of deeds of each county in which the document is required to be recorded.

(b) A check payable to the secretary of state in the amount of the filing fee prescribed under s. 180.87.

(c) Separate checks in the amount of the recording fee prescribed under s. 59.57 (1) (a) payable to the register of deeds of each county in which the document is required to be recorded.

(2) (a) Unless the document does not conform to law, the secretary of state shall endorse on each original "Filed" and the date of filing and shall file one original in his or her office.

(b) The secretary of state shall forward to each register of deeds the check under sub. (1) (c) and an original document or duplicate endorsed by the secretary of state, within 5 days of filing.

(c) A register of deeds receiving a check and document forwarded under par. (b) shall record the document. If the document is not articles of incorporation, the register of deeds shall note on the margin of the record of the articles the volume and page where the document is recorded.

(3) Each week the secretary of state shall forward to each register of deeds a listing of all documents received during the preceding week for filing and recording as required under this chapter. For each document, the listing shall specify the type of document, the name of the corporation, the name of the county of the corporation's registered office, and the date of filing.

(4) A document required to be filed and recorded under this chapter is effective on filing with the secretary of state, except as provided in s. 180.53 (8) or 180.66. An error or omission in recording the document or a certificate under s. 180.10 (2) (b) with a register of deeds does not affect its effectiveness.

(5) A document filed with the secretary of state under this chapter before the effective date of this subsection (1981) is effective unless the records of the secretary of state show that the document was recognized as ineffective because of a recording defect and the secretary of state or the corporation acted in reliance on the ineffectiveness of the document.

(6) (a) The secretary of state may waive any of the following:

1. Submission of more than one original of a document.
2. An omission or defect in a document, if the secretary of state determines from the face of the document that the omission or defect is immaterial.

(b) A waiver under par. (a) occurs when the document is filed.

SECTION 33. 180.92 (1) of the statutes is amended to read:

180.92 (1) If the secretary of state finds that any document, other than the annual report of a domestic or foreign corporation, required by this chapter to be filed in the secretary's office does not conform to law, the secretary shall, ~~within 10 days after receipt of the document,~~ give written notice of the secretary's decision to the person or corporation, domestic or foreign, delivering the document, specifying the reasons therefor. The decision shall be subject to such judicial proceedings as are provided by law, or such person or corporation, within 60 days after receipt of the notice of decision, may commence an action against the secretary of state in the circuit court of Dane county by filing a summons and a complaint to set aside such finding. The proceedings shall be had as in other actions and the person or corporation shall receive a new trial on all issues relating to the secretary's decision. The trial shall be conducted by the court without a jury, and the court shall either sustain the action of the secretary of state or direct the secretary of state to take such action as the court deems proper.

SECTION 34. 181.07 (4) of the statutes is repealed.

SECTION 35. 181.30 of the statutes is amended to read:

181.30 Incorporators. One or more natural persons of the age of 18 years or more, may act as incorporator or incorporators of a corporation by signing, acknowledging, and filing ~~and recording~~ articles of incorporation for such corporation.

SECTION 36. 181.31 (1) (g) of the statutes is amended to read:

181.31 (1) (g) The mailing address and county of the principal office of the corporation in some city, village or town in this state and the name and address, including street and number, if any, of its initial registered agent.

SECTION 37. 181.32 of the statutes is repealed and recreated to read:

181.32 Filing and recording articles of incorporation. Duplicate originals of the articles of incorporation shall be submitted to the secretary of state, who shall file one original in his or her office and forward the other within 5 days to the register of deeds of the county in which the corporation's principal office is located. The incorporator may submit a triplicate original to the secretary of state, who shall endorse the triplicate and return it to the party submitting it, who may then submit it to the register of deeds for recording, together with the appropriate recording fee. On filing an original, the secretary of state shall issue a certificate of incorporation. Until an original is received by the register of deeds or 10 days have elapsed after filing an original, whichever is sooner, the corporation may transact no business except to complete its organization.

SECTION 38. 181.34 (1) of the statutes is amended to read:

181.34 (1) After articles of incorporation have been filed ~~and recorded~~, an organization meeting of the board of directors named in the articles of incorporation shall be held either within or without this state at the call of a majority of the incorporators, for the adoption of ~~by-laws~~ bylaws, for the election of officers, if the articles of incorporation or proposed ~~by-laws~~ bylaws provide for election of officers by the board of directors, and for the transaction of such other business as may come before the meeting. The incorporators calling the meeting shall give at least 3 days' notice thereof by mail to each director named, which notice shall state the time and place of the meeting.

SECTION 39. 181.37 (1) of the statutes is amended to read:

181.37 (1) The name of the corporation and the county in which its principal office is located.

SECTION 40. 181.38 of the statutes is amended to read:

181.38 Filing of articles of amendment. The articles of amendment shall be filed and recorded, and upon ~~receipt of the certificate of the register of deeds~~ filing of the articles, the secretary of state may issue a certificate of amendment.

SECTION 41. 181.39 (1) (a) and (2) of the statutes are amended to read:

181.39 (1) (a) In lieu of setting forth the mailing address of the principal office of the corporation and the name and address of its initial registered agent, it shall set forth the mailing address and county of the principal office of the corporation and the name and address of its registered agent at the time of the adoption of the restated articles of incorporation; and

(2) Restated articles of incorporation ~~when shall be executed~~, filed and recorded in the manner prescribed in this chapter for articles of amendment and on filing shall supersede and take the place of the theretofore existing articles of incorporation and amendments thereto. The secretary of state shall upon request certify a copy of the articles of incorporation, or the articles of incorporation as restated, or any amendments to either thereof.

SECTION 42. 181.45 (1) (d) of the statutes is created to read:

181.45 (1) (d) As to each corporation, the county in which its principal office is located.

SECTION 43. 181.45 (3) of the statutes is amended to read:

181.45 (3) The certificate of merger or consolidation may be issued by the secretary of state upon expiration of the period for filing a certificate of abandonment, ~~and after receipt of the requisite certificates from the registers of deeds.~~

SECTION 44. 181.46 of the statutes is amended to read:

181.46 Effective date of merger or consolidation; abandonment. The merger or consolidation shall be effected upon the ~~due recording~~ filing of the articles of merger or consolidation, or at such time within 31 days thereafter as is designated in said articles. If, after the filing of articles of merger or consolidation, the merger or consolidation is abandoned pursuant to provisions therefor set forth in the plan of merger or consolidation, there shall be executed by the president or a vice president and the secretary or an assistant secretary of each corporation, and shall be sealed with the corporate seal of each corporation, a certificate of abandonment setting forth the fact and date of such abandonment; and such certificate shall within 30 days of such abandonment be filed in the office of the secretary of state and recorded in each office in which such articles of merger or consolidation were recorded.

SECTION 45. 181.53 (intro.) of the statutes is amended to read:

181.53 Revocation of voluntary dissolution proceedings. (intro.) A corporation may, at any time prior to the ~~due recording~~ filing of articles of dissolution, as hereinafter provided, revoke voluntary dissolution proceedings theretofore taken, in the following manner:

SECTION 46. 181.54 (8) of the statutes is created to read:

181.54 (8) The county in which the corporation's principal office is located.

SECTION 47. 181.55 of the statutes is amended to read:

181.55 Filing and recording of articles of dissolution and effect thereof. The articles of dissolution shall be filed and recorded, and ~~thereupon when the articles are filed~~ the existence of the corporation shall cease, except for the purpose of suits, other proceedings and appropriate corporate action of members, directors and officers as provided in this chap-

ter. Upon receipt of the certificate of the register of deeds the filing of the articles, the secretary of state may issue a certificate of dissolution.

SECTION 48. 181.555 of the statutes is amended to read:

181.555 Property omitted from final distribution. Upon the filing and recording of the articles of dissolution, or of a decree of dissolution, the title to any property inadvertently or otherwise omitted from the final distribution shall vest in the directors named in the articles or decree of dissolution as trustees for the benefit of the creditors, members and distributees of the corporation as their respective rights and interests may appear. The trustees shall distribute such property or its proceeds to the persons beneficially entitled, and for this purpose a majority of the directors acting as trustees shall have full authority and capacity to collect and administer such property; to adjust and settle any claims against such property; to waive, release or subordinate reversionary rights or interests in real estate, or rights arising out of restrictions or conditions enforceable by the corporation; to sell, assign, or otherwise transfer such property in whole or in part on such terms and conditions as they in their discretion may determine; and to do such other lawful acts as may be necessary or proper for them to execute their trust. In the event any director named in the articles or decree of dissolution shall cease to be a trustee through death, resignation or otherwise, a majority of the surviving trustees or the sole surviving trustee shall have full powers to act under this section. In the event there shall at any time be no trustee or in the event any trustee cannot with reasonable diligence be found, then the circuit court for the county in which the last principal office of the corporation was located shall have power to appoint a trustee or trustees upon application to the court by any person found by the court to have an interest in such property or its disposition. A sole trustee, or a majority of the trustees, may at any time make application to the circuit court of the county where the corporation had its last registered office to have the court liquidate such property pursuant to the jurisdiction of the circuit court to liquidate assets and business of a corporation as provided in this chapter.

SECTION 49. 181.63 of the statutes is amended to read:

181.63 Filing of decree of dissolution. In case the court enters a decree dissolving a corporation the clerk of such court shall cause a certified copy of the decree to be filed and recorded. Upon receipt of the certificate of the register of deeds the filing of the decree the secretary of state shall issue a certificate of dissolution. No fee shall be charged for such filing or recording.

SECTION 50. 181.667 of the statutes is created to read:

181.667 Recording change of principal office. If a document submitted to the secretary of state for filing under this chapter changes the county of the corporation's principal office:

- (1) An original of the document or a duplicate original endorsed by the secretary of state shall be recorded in each county;
- (2) The document shall specify the county of the former principal office and the new principal office; and
- (3) A certificate of the secretary of state listing the type and date of filing of recordable documents previously filed by the corporation shall be recorded in the county of the new principal office.

SECTION 51. 181.67 of the statutes is repealed and recreated to read:

181.67 Procedure on filing and recording of documents. (1) If a document is required to be filed and recorded under this chapter, all of the following shall be included when the document is submitted for filing:

- (a) Separate originals of the document for the secretary of state and for the register of deeds of each county in which the document is required to be recorded.

(b) A check payable to the secretary of state in the amount of the filing fee prescribed under s. 181.68.

(c) Separate checks in the amount of the recording fee prescribed under s. 59.57 (1) (a) payable to the register of deeds of each county in which the document is required to be recorded.

(2) (a) Unless the document does not conform to law, the secretary of state shall endorse on each original "Filed" and the date of filing and shall file one original in his or her office.

(b) The secretary of state shall forward to each register of deeds the check under sub. (1) (c) and an original document or duplicate endorsed by the secretary of state, within 5 days of filing.

(c) A register of deeds receiving a check and document forwarded under par. (b) shall record the document. If the document is not articles of incorporation, the register of deeds shall note on the margin of the record of the articles of incorporation the volume and page where the document is recorded.

(3) Each week the secretary of state shall forward to each register of deeds a listing of all documents received during the preceding week for filing and recording as required under this chapter. For each document, the listing shall specify the type of document, the name of the corporation, the name of the county of the corporation's principal office, and the date of filing.

(4) A document required to be filed and recorded under this chapter is effective on filing with the secretary of state, except as provided in s. 181.46. An error or omission in recording the document or a certificate under s. 181.667 (2) with a register of deeds does not affect its effectiveness.

(5) A document filed with the secretary of state under this chapter before the effective date of this subsection (1981) is effective unless the records of the secretary of state show that the document was recognized as ineffective because of a recording defect and the secretary of state or the corporation acted in reliance on the ineffectiveness of the document.

(6) (a) The secretary of state may waive any of the following:

1. Submission of more than one original of a document.
2. An omission or defect in a document, if the secretary of state determines from the face of the document that the omission or defect is immaterial.

(b) A waiver under par. (a) occurs when the document is filed.

SECTION 52. 185.04 of the statutes is amended to read:

185.04 Incorporators. Five or more adults, one of whom must be a resident, may form a ~~co-operative~~ cooperative by signing, acknowledging, ~~filing~~ and ~~recording~~ filing articles of association.

SECTION 53. 185.05 (1) (k) and (3) of the statutes are amended to read:

185.05 (1) (k) ~~The city, village or town mailing address and county in this state in which the co-operative's cooperative's principal office is to be located, and if it is a town, then also the county and post office or the complete address, including the county, in this state of its registered agent.~~

(3) The articles shall be filed and recorded as provided in s. 185.82. The legal existence of a ~~co-operative~~ cooperative begins when the ~~duplicate original~~ articles are ~~left for re-~~ recording filed. Upon ~~receipt of the certificate of the register of deeds that the duplicate original articles have been recorded~~ the filing of the articles, the secretary of state shall issue a certificate of incorporation. The secretary of state shall forward within 5 days a duplicate original of the articles to the register of deeds of the county of the cooperative's principal office or registered agent. In addition to the originals required to be submitted

under s. 185.82, the incorporator may submit another original to the secretary of state, who shall endorse it and return it to the party submitting it, who may then submit it to the register of deeds for recording, together with the appropriate recording fee. Until an original is received by the register of deeds or 10 days have elapsed after filing an original, whichever is sooner, the cooperative may transact no business except to complete its organization.

SECTION 54. 185.06 of the statutes is amended to read:

185.06 Organization meetings. (1) After articles have been filed ~~and recorded~~, an organization meeting of the temporary board shall be held at the call of a majority of the incorporators or of a majority of the temporary directors for the adoption of bylaws, election of temporary officers, and transaction of other business.

(2) The first meeting of the members shall be called by the temporary president or a majority of the temporary directors. Such meeting shall be held as soon as reasonably possible after the organization meeting of the temporary board, but not later than 6 months after ~~recording~~ filing the articles. Failure to hold such meeting within the time specified does not affect the validity of organization.

SECTION 55. 185.08 (2) of the statutes is amended to read:

185.08 (2) The board may establish or change the location of the principal office or name and address of the registered agent by causing a statement in writing to be filed and recorded as an amendment to the articles as provided in s. 185.82. Such statement shall set forth the name of the ~~co-operative~~ cooperative, and the ~~location mailing address and county~~ mailing address and county of its principal office or the name and address, including the county, of the registered agent as established or changed.

SECTION 56. 185.53 (1) (a), (2) and (4) of the statutes are amended to read:

185.53 (1) (a) The name of the ~~co-operative~~ cooperative, and the county of the cooperative's principal office or of its registered agent.

(2) The amendment shall be filed and recorded as provided in s. 185.82. The amendment becomes effective upon ~~leaving a duplicate original for recording. Upon receipt of the certificate of the register of deeds, filing, and~~ the secretary of state shall may then issue a certificate of amendment.

(4) No action may be maintained to invalidate any amendment because of the manner of its adoption unless commenced within 2 years after the date of ~~recording~~ filing.

SECTION 57. 185.54 (intro.) and (2) of the statutes are amended to read:

185.54 Restated articles. (intro.) A ~~co-operative~~ cooperative may, by action taken in the manner required for an amendment, adopt restated articles. When filed ~~and recorded~~ in the manner prescribed for an amendment, restated articles supersede existing articles and all amendments thereto. Restated articles shall meet all requirements of original articles except:

(2) The ~~location mailing address and county~~ mailing address and county of the principal office, or ~~the complete address~~ of the present registered agent, shall be set forth as of the time of adoption of the restated articles. The name ~~and~~, address and county of a new registered agent may be set forth in lieu thereof.

SECTION 58. 185.62 (1) of the statutes is amended to read:

185.62 (1) Articles of merger or consolidation shall set forth the approved plan and such other information as is required by s. 185.53. They shall be signed by 2 principal officers of each association merging or consolidating, sealed with the seal of each such association, filed and recorded as an amendment to the articles in each county where any of the ~~co-operatives~~ cooperatives have their principal office or registered agent. Unless otherwise specified in the plan, the merger or consolidation is effective when the articles are so ~~recorded~~ filed.

SECTION 59. 185.71 (3) (a) and (4) of the statutes are amended to read:

185.71 (3) (a) The name of the ~~co-operative~~ cooperative, and the county of the cooperative's principal office or of its registered agent.

(4) The articles of dissolution shall be filed and recorded as provided in s. 185.82, and ~~thereupon on filing of the articles~~ the existence of the ~~co-operative~~ cooperative ceases.

SECTION 60. 185.74 (1) of the statutes is amended to read:

185.74 (1) Upon filing ~~and recording~~ the articles or decree of dissolution or upon the issuance of a certificate of involuntary dissolution, title to any property omitted from the final distribution or the title to any property not distributed prior to the issuance of a certificate of involuntary dissolution vests in the surviving directors or committee members who signed the articles or the last-acting directors in the case of the issuance of a certificate of involuntary dissolution, as trustees. They have all the powers of the cooperative with respect to this property and shall distribute the property or its proceeds to the persons beneficially entitled thereto.

SECTION 61. 185.76 of the statutes is amended to read:

185.76 Survival of remedy after dissolution. Except as provided in s. 185.73, the dissolution of a ~~co-operative~~ cooperative does not impair any remedy available to or against such ~~co-operative~~ cooperative, its directors, stockholders, or members for any claim existing or any liability incurred prior to such dissolution if a proceeding thereon is commenced within 2 years after the date of ~~recording~~ filing the articles or decree of dissolution.

SECTION 62. 185.815 of the statutes is created to read:

185.815 Recording change of principal office or registered agent. If a document submitted to the secretary of state for filing under this chapter changes the county of the principal office or of the registered agent:

(1) An original of the document or a duplicate original endorsed by the secretary of state shall be recorded in each county;

(2) The document shall specify the new county when:

(a) The county of the principal office or registered agent is changed; or

(b) The document makes a change from a principal office in one county to a registered agent's address in another county or vice versa; and

(3) A certificate of the secretary of state listing the type and date of filing of recordable documents previously filed by the cooperative shall be recorded in the county of the new principal office or of the registered agent.

SECTION 63. 185.82 of the statutes is repealed and recreated to read:

185.82 Procedure on filing and recording of documents. (1) If a document is required to be filed and recorded under this chapter, all of the following shall be included when the document is submitted for filing:

(a) Separate originals of the document for the secretary of state and for the register of deeds of each county in which the document is required to be recorded.

(b) A check payable to the secretary of state in the amount of the filing fee prescribed under s. 185.83.

(c) Separate checks in the amount of the recording fee prescribed under s. 59.57 (1) (a) payable to the register of deeds of each county in which the document is required to be recorded.

(2) (a) Unless the document does not conform to law, the secretary of state shall endorse on each original "Filed" and the date of filing and shall file one original in his or her office.

(b) The secretary of state shall forward to each register of deeds the check under sub. (1) (c) and an original document or duplicate endorsed by the secretary of state, within 5 days of filing.

(c) A register of deeds receiving a check and document forwarded under par. (b) shall record the document. If the document is not articles of association, the register of deeds shall note on the margin of the record of the articles of association the volume and page where the document is recorded.

(3) Each week the secretary of state shall forward to each register of deeds a listing of all documents received during the preceding week for filing and recording as required under this chapter. For each document, the listing shall specify the type of document, the name of the cooperative, the name of the county of the cooperative's principal office or registered agent, and the date of filing.

(4) A document required to be filed and recorded under this chapter is effective on filing with the secretary of state, except as provided in s. 185.62. An error or omission in recording the document or a certificate under s. 185.815 (2) with a register of deeds does not affect its effectiveness.

(5) A document filed with the secretary of state under this chapter before the effective date of this subsection (1981) is effective unless the records of the secretary of state show that the document was recognized as ineffective because of a recording defect and the secretary of state or the cooperative acted in reliance on the ineffectiveness of the document.

(6) (a) The secretary of state may waive any of the following:

1. Submission of more than one original of a document.
2. An omission or defect in a document, if the secretary of state determines from the face of the document that the omission or defect is immaterial.

(b) A waiver under par. (a) occurs when the document is filed.

SECTION 64. 185.825 of the statutes is created to read:

185.825 Penalty for false document. Whoever causes a document to be filed, knowing it to be false in any material respect, may be fined not more than \$1,000 or imprisoned not more than 3 years or both.

SECTION 65. 225.01 of the statutes is amended to read:

225.01 Incorporators. Five or more natural persons of the age of 18 years or more may act as incorporators by signing, acknowledging, ~~filing~~ and ~~recording~~ filing articles of incorporation for such corporation.
