



State of Wisconsin
2011 - 2012 LEGISLATURE



LRBa2191/1
ARG:kjf:ph

**SENATE AMENDMENT 1,
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”.

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

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.”.

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

7 **4.** Page 2, line 14: after that line insert:

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

10 180.1510 (4) (b) Except as provided in subd. 2. s. 180.1531 (2m) (b), if the
11 address of the foreign corporation’s principal office cannot be determined from the
12 records of the department, the foreign corporation may be served by publishing a
13 class 3 notice, under ch. 985, in the community where the foreign corporation’s
14 principal office or registered office, as most recently designated in the records of the
15 department, is located.

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 of the statutes is repealed.

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

18 180.1531 (**2m**) (b) If the notice under par. (a) is returned to the department as
19 undeliverable or if the corporation’s principal office cannot be determined from the
20 records of the department, the department shall give the notice by ~~publishing a class~~
21 ~~2 notice under ch. 985 in the official state newspaper~~ posting the notice on the
22 department’s Web site.

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

1 181.0504 (3) Except as provided in ~~par. (b)~~ s. 181.1421 (2) (b), if the address of
2 the corporation's principal office cannot be determined from the records held by the
3 department, the corporation may be served by publishing a class 3 notice, under ch.
4 985, in the community where the corporation's principal office or registered office,
5 as most recently designated in the records of the department, is located.

6 **SECTION 3g.** 181.0504 (3) (b) of the statutes is repealed.

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

8 181.1421 (2) (b) If the notice under par. (a) is returned to the department as
9 undeliverable or if the corporation's principal office cannot be determined from the
10 records of the department, the department shall give the notice by ~~publishing a class~~
11 ~~2 notice under ch. 985 in the official state newspaper~~ posting the notice on the
12 department's Web site.

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

14 181.1421 (3) (d) If the notice is ~~published as a class 2 notice, under ch. 985, the~~
15 ~~effective date set under ch. 985 for the notice posted on the department's Web site,~~
16 the date of posting.

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

19 181.1510 (4) (b) Except as provided in ~~subd. 2.~~ s. 181.1531 (2g) (b), if the address
20 of the foreign corporation's principal office cannot be determined from the records of
21 the department, the foreign corporation may be served by publishing a class 3 notice,
22 under ch. 985, in the community where the foreign corporation's principal office or
23 registered office, as most recently designated in the records of the department, is
24 located.

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

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

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

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

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

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

15 183.09025 **(2)** (b) Within 60 days after the date on which the notice is received
16 or the date on which the ~~second insertion of the class 2 notice~~ under par. (d) is
17 ~~published~~ posted, the limited liability company shall correct each ground for
18 dissolution or demonstrate to the reasonable satisfaction of the department that
19 each ground determined by the department does not exist.

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

21 183.09025 **(2)** (d) If a notice under par. (a) or (c) is returned to the department
22 as undeliverable, the department shall again mail the notice to the limited liability
23 company as provided under that paragraph. If the notice is again returned to the
24 department as undeliverable, the department shall give the notice by ~~publishing a~~

1 ~~class 2 notice under ch. 985 in the official state newspaper~~ posting the notice on the
2 department's Web site.

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 notice under ch. 985 in the official state newspaper~~ posting
17 the notice on the department's Web site."

18 **5.** Page 2, line 16: delete "notice" and substitute "notices".

19 **6.** Page 2, line 16: delete "section" and substitute "sections".

20 **7.** Page 2, line 16: delete "(b)" and substitute "(b), 180.1531 (2m) (b), 181.1421
21 (2) (b), 181.1531 (2g) (b), 183.09025 (2) (d), and 183.1021 (2g) (b)".

22 **8.** Page 3, line 2: delete "section" and substitute "sections".

