



## 1997 SENATE BILL 176

April 23, 1997 - Introduced by Senators C. POTTER, BURKE, RISSER, MOEN, WINEKE and CLAUSING, cosponsored by Representatives LORGE, SCHNEIDER, R. YOUNG, BLACK, HUBER, PLOUFF, MEYER, BAUMGART and PLALE. Referred to Committee on Economic Development, Housing and Government Operations.

1     **AN ACT to repeal** 178.01 (2) (de), 179.01 (2m), 180.0103 (6m), 181.02 (4m), 182.01  
2           (1), 183.0102 (3m), 185.01 (3m) and 409.105 (1) (dm); **to renumber and amend**  
3           15.187; **to amend** 20.144 (1) (g), 44.03 (1), 44.03 (2), 50.05 (15) (f), 51.42 (3) (d)  
4           12. f., 59.43 (1) (L), 59.43 (2) (d), 59.66 (2) (a) 1., 71.80 (12), 84.02 (4) (b), 88.05  
5           (6), 96.17 (6), 100.23 (5) (b) (intro.), 100.23 (5) (b) 2., 100.23 (5) (b) 4., 100.23 (6)  
6           (intro.), 100.23 (6) (c), 102.17 (1) (a), 111.07 (2) (a), 133.12, 134.45 (3) (b), 139.34  
7           (9), 157.062 (1), 157.062 (2), 157.062 (6) (b), 157.062 (6m), 157.062 (9), 157.064  
8           (7), 157.62 (1) (a) (intro.), 157.62 (1) (c), 178.40 (1) (intro.), 178.40 (2) (intro.),  
9           178.40 (3) (intro.), 178.41 (1) (a), 178.41 (1) (b), 178.42 (3) (intro.), 178.44 (3),  
10          178.45 (1) (b), 178.45 (4) (f), 178.46 (1) (intro.), 178.46 (1) (c), 178.46 (1) (e),  
11          178.46 (1) (f), 178.46 (2), 178.46 (4), 178.47 (1) (a) (intro.), 178.47 (1) (b), 178.47  
12          (2), 178.48 (1) (intro.), 178.48 (2), 178.48 (3), 178.49 (1) (a) (intro.), 178.49 (1) (b),  
13          178.50 (1), 178.50 (2) (intro.), 178.51 (title), 178.51 (1), 178.51 (2), 178.51 (3) (a),  
14          178.51 (3) (b), 178.51 (3) (c), 178.52 (title), 178.52 (1), 178.52 (2), 178.52 (3),

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1 178.52 (4), 179.03 (2), 179.04 (2), 179.11 (1) (intro.), 179.11 (2), 179.12 (1)  
2 (intro.), 179.12 (6), 179.13 (intro.), 179.14 (1) (intro.), 179.15, 179.16 (title),  
3 179.16 (1) (intro.), 179.16 (1) (b), 179.16 (2), 179.16 (3) (a) (intro.), 179.16 (3) (a)  
4 2., 179.16 (4) (intro.), 179.16 (5), 179.18, 179.185 (1), 179.185 (4), 179.19, 179.24  
5 (1) (b), 179.82 (intro.), 179.82 (5), 179.83 (1) (intro.), 179.84, 179.85, 179.86 (1),  
6 179.86 (2), 179.87 (4), 179.88, 180.0120 (1) (intro.), 180.0120 (1) (f), 180.0120 (1)  
7 (g), 180.0120 (2), 180.0120 (4), 180.0121 (1) (a) (intro.), 180.0121 (1) (b),  
8 180.0121 (2), 180.0122 (1) (intro.), 180.0122 (1m) (intro.), 180.0122 (2),  
9 180.0122 (3) (intro.), 180.0122 (4), 180.0123 (1) (a) (intro.), 180.0123 (1) (b),  
10 180.0124 (1), 180.0124 (2) (intro.), 180.0125 (title), 180.0125 (1), 180.0125 (2)  
11 (a), 180.0125 (2) (b), 180.0125 (3) (a), 180.0125 (3) (b), 180.0125 (3) (c), 180.0125  
12 (4) (intro.), 180.0126, 180.0127, 180.0128 (1), 180.0128 (2) (b) 3., 180.0128 (3),  
13 180.0128 (4), 180.0128 (5), 180.0128 (6), 180.0129 (1), 180.0203 (2), 180.0401 (2)  
14 (a) (intro.), 180.0401 (3) (intro.), 180.0401 (3) (a), 180.0401 (3) (b), 180.0402,  
15 180.0403 (1) (a), 180.0403 (1) (c), 180.0403 (2), 180.0403 (3m), 180.0502 (1) (a),  
16 180.0502 (1) (c), 180.0502 (3), 180.0503 (1) (intro.), 180.0503 (2), 180.0503 (3)  
17 (a), 180.0504 (3) (a), 180.0504 (3) (b), 180.0602 (2) (intro.), 180.0602 (3),  
18 180.0620 (1) (b), 180.0631 (3) (b) (intro.), 180.0860 (1), 180.0860 (2), 180.1002  
19 (4), 180.1006 (intro.), 180.1007 (4) (intro.), 180.1008 (2) (intro.), 180.1104 (4),  
20 180.1105 (1) (intro.), 180.1107 (3) (a), 180.1401 (2) (intro.), 180.1403 (1) (intro.),  
21 180.1404 (3) (intro.), 180.1420 (intro.), 180.1420 (1), 180.1420 (2), 180.1420 (4),  
22 180.1421 (1), 180.1421 (2), 180.1422 (1) (intro.), 180.1422 (2) (a) (intro.),  
23 180.1422 (2) (a) 2., 180.1422 (2) (b), 180.1423 (1), 180.1423 (2), 180.1423 (3),  
24 180.1433 (1), 180.1501 (1), 180.1502 (5) (b), 180.1503 (1) (intro.), 180.1503 (1)  
25 (j), 180.1504 (1) (intro.), 180.1506 (1), 180.1506 (2) (a) (intro.), 180.1506 (3),

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1 180.1508 (1) (intro.), 180.1508 (2), 180.1509 (1) (intro.), 180.1509 (2), 180.1509  
2 (3) (a), 180.1510 (4) (a) (intro.), 180.1510 (4) (b) 1., 180.1510 (4) (b) 2., 180.1520  
3 (1), 180.1520 (2) (intro.), 180.1520 (2) (e), 180.1530 (1) (intro.), 180.1530 (1) (a),  
4 180.1530 (1) (b), 180.1530 (1) (d), 180.1530 (1) (f), 180.1530 (1m), 180.1530 (2),  
5 180.1531 (1), 180.1531 (2) (a), 180.1531 (2) (b), 180.1531 (2) (c) 1. (intro.),  
6 180.1531 (2) (c) 1. b., 180.1531 (4), 180.1532 (1), 180.1532 (2), 180.1622 (title),  
7 180.1622 (1) (intro.), 180.1622 (1) (i), 180.1622 (2), 180.1622 (3), 180.1622 (4),  
8 180.1622 (5), 180.1708 (1), 180.1708 (8) (b), 180.1909, 180.1921 (1), 180.1921  
9 (2), 180.1921 (4), 181.06 (3) (intro.), 181.07 (2), 181.07 (3), 181.07 (5), 181.08,  
10 181.09 (1) (intro.), 181.095 (1) (intro.), 181.095 (3), 181.10 (3), 181.265, 181.32  
11 (1), 181.32 (2), 181.38, 181.39 (2), 181.40, 181.45 (2), 181.45 (3), 181.46, 181.55,  
12 181.561 (intro.), 181.561 (1), 181.561 (2), 181.561 (4), 181.562 (1), 181.562 (2)  
13 (a), 181.562 (2) (b), 181.563 (1) (intro.), 181.563 (2) (a) (intro.), 181.563 (2) (a)  
14 2., 181.563 (2) (b), 181.564 (1), 181.564 (2), 181.564 (3), 181.63, 181.651 (2),  
15 181.651 (3), 181.651 (5), 181.651 (6), 181.651 (7), 181.66 (2), 181.667 (intro.),  
16 181.667 (1), 181.667 (3), 181.67 (1) (a), 181.67 (1) (b), 181.67 (2) (a), 181.67 (2)  
17 (b), 181.67 (3), 181.67 (4), 181.67 (5), 181.67 (6) (a) (intro.), 181.67 (6) (a) 2.,  
18 181.68 (1) (intro.), 181.68 (1) (b), 181.68 (1) (e), 181.68 (1) (f), 181.68 (3), 181.69,  
19 181.73 (title), 181.73 (1), 181.74, 182.01 (2), 182.01 (3) (intro.), 182.01 (4),  
20 182.01 (5), 182.01 (6), 182.031 (2), 182.34 (7) (d), 182.45, 183.0102 (17),  
21 183.0103 (2) (intro.), 183.0103 (4), 183.0104 (1), 183.0104 (2), 183.0104 (3) (a),  
22 183.0104 (3) (c), 183.0105 (2) (a), 183.0105 (2) (c), 183.0105 (4), 183.0105 (5)  
23 (intro.), 183.0105 (6), 183.0105 (8) (c), 183.0107 (1), 183.0107 (3), 183.0108 (1)  
24 (intro.), 183.0108 (1) (e), 183.0108 (1) (f), 183.0108 (2), 183.0108 (3), 183.0109  
25 (1) (a) (intro.), 183.0109 (1) (b), 183.0109 (2), 183.0110 (title), 183.0110 (1),

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1 183.0110 (2), 183.0110 (3), 183.0110 (4) (intro.), 183.0111 (1) (a) (intro.),  
2 183.0111 (1) (b), 183.0112 (1), 183.0112 (2) (intro.), 183.0113 (1), 183.0113 (2) (b)  
3 1m., 183.0113 (3), 183.0113 (4), 183.0113 (5), 183.0113 (6), 183.0114 (1) (intro.),  
4 183.0120 (1) (intro.), 183.0120 (2), 183.0120 (3), 183.0120 (4), 183.0120 (5),  
5 183.0201, 183.0203 (2) (intro.), 183.0204 (2), 183.0906 (intro.), 183.1002 (1),  
6 183.1003 (5) (b), 183.1004 (intro.), 183.1006 (1) (intro.), 183.1008 (1) (intro.),  
7 183.1008 (2), 183.1009 (1) (intro.), 183.1009 (2), 183.1010 (4) (a) (intro.),  
8 183.1010 (4) (b) 1., 183.1010 (4) (b) 2., 183.1011 (1), 183.1011 (2) (intro.),  
9 183.1011 (2) (e), 183.1020 (1) (intro.), 183.1020 (1) (a), 183.1020 (1) (b), 183.1020  
10 (1) (d), 183.1020 (1) (f), 183.1020 (2), 183.1020 (3), 183.1021 (1), 183.1021 (2),  
11 183.1021 (4), 183.1022 (1), 183.1022 (2), 183.1204 (1) (intro.), 183.1301, 185.05  
12 (3), 185.08 (3), 185.31 (3), 185.35 (1), 185.48 (2), 185.48 (3), 185.48 (4), 185.48  
13 (5), 185.48 (6), 185.53 (2), 185.62 (1m), 185.72 (3) (a), 185.72 (3) (bm), 185.815  
14 (intro.), 185.815 (1), 185.815 (3), 185.82 (1) (a), 185.82 (1) (b), 185.82 (2) (a),  
15 185.82 (2) (b), 185.82 (3), 185.82 (4), 185.82 (5), 185.82 (6) (a) (intro.), 185.82 (6)  
16 (a) 2., 185.83 (1) (intro.), 185.83 (1) (b), 185.83 (1) (d), 185.85, 187.05 (1), 187.05  
17 (3) (a) (intro.), 187.05 (3) (a) (form) 4., 187.16 (1), 187.16 (5), 187.19 (7), 187.19  
18 (9), 187.19 (10), 188.06, 188.08 (1), 188.085, 188.09 (1), 188.095, 188.10, 188.11  
19 (1), 188.115, 188.12 (1), 188.13 (1), 188.14, 188.15 (1), 188.16 (1), 188.16 (4),  
20 188.17 (1), 188.18 (1), 188.18 (3), 188.19 (1), 188.20, 188.21 (1), 188.22 (1),  
21 188.23 (1), 188.235 (1), 188.24 (1), 188.25, 188.26, 190.01 (2), 190.01 (4), 190.02  
22 (9) (c), 190.051 (1), 190.06 (1), 190.11 (1), 190.11 (3), 190.11 (4), 191.10 (1),  
23 192.71, 218.165 (1), 218.165 (2), 226.025 (3), 226.14 (1), 226.14 (3), 226.14 (4)  
24 (intro.), 226.14 (4) (c), 226.14 (4) (d), 226.14 (5), 231.13 (2), 406.104 (1) (c),  
25 409.401 (1) (c), 409.401 (5), 409.402 (3m), 409.403 (5) (a) 1., 409.403 (5) (a) 2.,

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1 409.403 (5) (a) 3., 409.403 (5) (b) (title), 409.403 (5) (b) 1., 409.403 (5) (b) 2.,  
2 409.404 (1) (b), 409.404 (1) (c) (intro.), 409.404 (3) (b), 409.405 (1), 409.405 (2),  
3 409.406, 409.407 (2) (c), 409.410, 409.411, 422.505 (1) (d), 426.110 (4) (b), 440.47  
4 (5), 443.10 (6), 601.72 (1) (intro.), 601.72 (2), 601.72 (3), 601.73 (1), 601.73 (2)  
5 (a), 601.73 (2) (b), 601.73 (3), 610.01 (4), 611.72 (1), 611.73 (1), 611.74 (1), 613.01  
6 (8), 614.09, 616.09 (1) (c) 2., 616.74 (1) (c), 703.23 (1), 703.23 (2), 704.22 (2),  
7 779.87 (3) (b), 779.97 (2) (c) 1., 779.97 (2) (c) 2., 779.97 (2) (c) 3., 779.97 (4) (a)  
8 1., 779.97 (4) (b) 1., 779.97 (4) (b) 2., 779.97 (4) (b) 3., 779.97 (4) (b) 4., 779.97  
9 (4) (c) 2., 891.20, 893.19 (1), 992.06 (2) and 992.06 (3); **to repeal and recreate**  
10 20.575 (1) (g); and **to create** 20.575 (1) (gm), 20.575 (1) (hm) and 20.575 (1) (im)  
11 of the statutes; **relating to:** transferring responsibility for administering the  
12 uniform commercial code lien system and business organization filing  
13 requirements, authorizing positions, granting rule-making authority and  
14 making appropriations.

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***Analysis by the Legislative Reference Bureau***

Under current law, the department of financial institutions (DFI) has responsibility for record keeping and filing of business organization records. These functions include the filing of articles of incorporation or other organizational articles and annual reports of corporations, limited liability companies, nonprofit corporations and cooperatives, and acting as agent for service of process for business organizations. DFI also has responsibility for uniform commercial code (UCC) filings, for federal lien filings and for the computerized statewide lien system that is operated in conjunction with county offices of registers of deeds. Prior to 1995 Wisconsin Act 27, the office of the secretary of state had these responsibilities. This bill transfers these corporate record, UCC and lien filing responsibilities from DFI back to the office of the secretary of state, effective July 1, 1998. In addition, the bill transfers employees performing these responsibilities from DFI to the office of the secretary of state and authorizes 13.5 additional FTE positions for the office of the secretary of state.

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

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

1           **SECTION 1.** 15.187 of the statutes is renumbered 14.367, and 14.367 (1) (intro.),  
2 as renumbered, is amended to read:

3           14.367 (1) UNIFORM COMMERCIAL CODE STATEWIDE LIEN SYSTEM COUNCIL. (intro.)  
4 There is created in the ~~department of financial institutions~~ office of the secretary of  
5 state a uniform commercial code statewide lien system council. The council shall  
6 consist of the administrator of the division of information technology services in the  
7 department of administration or the administrator’s designee and the following  
8 members appointed by the secretary of the ~~department of financial institutions~~ state  
9 for 6-year terms:

10           **SECTION 2.** 20.005 (3) (schedule) of the statutes: at the appropriate place, insert  
11 the following amounts for the purposes indicated:

				<b>1997-98</b>	<b>1998-99</b>
12					
13	<b>20.575</b>	<b>Secretary of state</b>			
14	(1)	MANAGING AND OPERATING PROGRAM			
15		RESPONSIBILITIES			
16	(g)	Program fees	PR	A	418,700      2,316,000
17	(gm)	Expedited service and telephone			
18		applications for reservation of			
19		name	PR	A	-0-      126,100

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1	(hm) Search fees	PR	A	-0-	226,400
2	(im) Uniform commercial code state-				
3	wide lien system	PR	A	-0-	475,300

4           **SECTION 3.** 20.144 (1) (g) of the statutes is amended to read:

5           20.144 (1) (g) *General program operations.* The amounts in the schedule for  
6 the general program operations of the department of financial institutions. Except  
7 as provided in pars. (a), (h), (i) and (u), all moneys received by the department, other  
8 than by the office of credit unions, the division of banking and the division of savings  
9 and loan, and 88% of all moneys received by the department's division of banking and  
10 the department's division of savings and loan shall be credited to this appropriation,  
11 but any balance at the close of a fiscal year exceeding 10% of the previous fiscal year's  
12 expenditures under this appropriation shall lapse to the general fund. ~~Annually,~~  
13 ~~\$200,000 of the amounts received under this appropriation account shall be~~  
14 ~~transferred to the appropriation account under s. 20.575 (1) (g).~~

15           **SECTION 4.** 20.575 (1) (g) of the statutes is repealed and recreated to read:

16           20.575 (1) (g) *Program fees.* The amounts in the schedule for the purpose of  
17 carrying out general program operations. Except as provided under pars. (gm), (hm)  
18 and (ka), \$4 of each amount collected under ss. 180.0122 (1) (x) and (y), 181.68 (1)  
19 (gm), 185.48 (4) and (6) and 185.83 (1) (e) plus 27.5% of the fees collected by the  
20 secretary of state, other than fees forwarded by registers of deeds under ss. 409.403  
21 (5) (a), 409.405 (1) and (2) and 409.406 and other than \$3 of the fees collected by the  
22 secretary of state for each filing under ss. 409.403 (5) (b), 409.405 (1) and (2) and  
23 409.406 and other than \$4 of each amount collected under ss. 180.0122 (1) (x) and

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1 (y), 181.68 (1) (gm) 185.48 (4) and (6) and 185.83 (1) (e), shall be credited to this  
2 appropriation. Notwithstanding s. 20.001 (3) (a), any unencumbered balance at the  
3 close of a fiscal year exceeding 10% of the previous fiscal year's expenditures under  
4 this appropriation shall lapse to the general fund.

5 **SECTION 5.** 20.575 (1) (gm) of the statutes is created to read:

6 20.575 (1) (gm) *Expedited service and telephone applications for reservation of*  
7 *name.* The amounts in the schedule for processing of a document, request for  
8 information or certification in an expeditious manner under s. 14.38 (9), 179.16 (5),  
9 180.0122 (4), 181.68 (1) (k), 182.01 (4) or 185.83 (1) (h) and for taking telephone  
10 applications to reserve a name under s. 179.03 (2), 180.0402, 181.07 (2) or 185.045.  
11 All expedited service fees collected under ss. 14.38 (9), 179.16 (5), 180.0122 (4),  
12 181.68 (1) (k), 182.01 (4) and 185.83 (1) (h) and all fees for telephone applications to  
13 reserve a name collected under s. 179.03 (2), 180.0122 (1) (e) or (f), 181.68 (1) or  
14 185.045 shall be credited to this appropriation. Notwithstanding s. 20.001 (3) (a),  
15 any unencumbered balance at the close of a fiscal year exceeding 10% of the previous  
16 fiscal year's expenditures under this appropriation shall lapse to the general fund.

17 **SECTION 6.** 20.575 (1) (hm) of the statutes is created to read:

18 20.575 (1) (hm) *Search fees.* The amounts in the schedule for conducting  
19 searches under s. 409.407 (2). All moneys received by the office for search fees  
20 collected under s. 409.407 (2) shall be credited to this appropriation.  
21 Notwithstanding s. 20.001 (3) (a), any unencumbered balance at the close of a fiscal  
22 year exceeding 10% of the previous fiscal year's expenditures under this  
23 appropriation shall lapse to the general fund.

24 **SECTION 7.** 20.575 (1) (im) of the statutes is created to read:



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1           20.575 (1) (im) *Uniform commercial code statewide lien system.* The amounts  
2 in the schedule for the purpose of establishing and maintaining support services  
3 under s. 409.11 (2) for the uniform commercial code statewide lien system under s.  
4 409.410. All moneys received from fees forwarded by registers of deeds under ss.  
5 409.403 (5) (a), 409.405 (1) and (2) and 409.406 plus \$3 of the fees collected by the  
6 secretary of state for each filing under ss. 409.403 (5) (b), 409.405 (1) and (2) and  
7 409.406 shall be credited to this appropriation.

8           **SECTION 8.** 44.03 (1) of the statutes is amended to read:

9           44.03 (1) County or local historical societies without capital stock may be  
10 incorporated as affiliates of the historical society, to gather and preserve the books,  
11 documents and artifacts relating to the history of their region or locality. No fees  
12 shall be charged by any register of deeds for recording nor by the ~~department of~~  
13 ~~financial institutions~~ secretary of state for filing the articles of organization or its  
14 amendments, or for a certificate of incorporation of any such society, but the  
15 ~~department of financial institutions~~ secretary of state shall not accept articles of  
16 incorporation under this section unless they are approved by the board of curators  
17 of the historical society.

18           **SECTION 9.** 44.03 (2) of the statutes is amended to read:

19           44.03 (2) Statewide, county or other patriotic or historical organizations, or  
20 chapters in this state may be incorporated as affiliates of the historical society under  
21 sub. (1) if their purposes and programs are similar to and consonant with those of the  
22 historical society and its affiliates, or if already incorporated, the organizations or  
23 chapters may apply to the board of curators for affiliation with the historical society.  
24 Upon incorporation under this section or acceptance of affiliation by the board of  
25 curators the applying organization shall as an affiliate accept the provisions and

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1 shall be entitled to all the benefits of this section. Any affiliated society shall be a  
2 member and entitled to one vote in any general meeting of the historical society. The  
3 board of curators may terminate the affiliation as an affiliate of the historical society  
4 under this section of any such organization by formal resolution, a copy of which shall  
5 be deposited with the ~~department of financial institutions~~ secretary of state.

6 **SECTION 10.** 50.05 (15) (f) of the statutes is amended to read:

7 50.05 **(15)** (f) The receiver shall, within 60 days after termination of the  
8 receivership, file a notice of any lien created under this subsection. No action on a  
9 lien created under this subsection may be brought more than 2 years after the date  
10 of filing. If the lien is on real property, the notice shall be filed with the clerk of circuit  
11 court of the county in which the facility is located and entered on the judgment and  
12 lien docket kept under s. 779.07. If the lien is on personal property, the lien shall be  
13 filed with the ~~department of financial institutions~~ secretary of state. The  
14 ~~department of financial institutions~~ secretary of state shall place the lien on personal  
15 property in the same file as financing statements are filed under ss. 409.401 and  
16 409.402. The notice shall specify the name of the person against whom the lien is  
17 claimed, the name of the receiver, the dates of the petition for receivership and the  
18 termination of receivership, a description of the property involved and the amount  
19 claimed. No lien shall exist under this section against any person, on any property,  
20 or for any amount not specified in the notice filed under this paragraph. To the extent  
21 applicable, ch. 846 controls the foreclosure of liens under this subsection that attach  
22 to real property.

23 **SECTION 11.** 51.42 (3) (d) 12. f. of the statutes is amended to read:

24 51.42 **(3)** (d) 12. f. The receiver shall, within 60 days after termination of the  
25 receivership, file a notice of any lien created under this subdivision. No action on a

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1 lien created under this subdivision may be brought more than 2 years after the date  
2 of filing. If the lien is on real property, the notice shall be filed with the clerk of circuit  
3 court for the county in which the county department of community programs or  
4 related program is located and entered on the judgment and lien docket kept under  
5 s. 779.07. If the lien is on personal property, the lien shall be filed with the  
6 ~~department of financial institutions~~ secretary of state. The ~~department of financial~~  
7 ~~institutions~~ secretary of state shall place the lien on personal property in the same  
8 file as financing statements are filed under ss. 409.401 and 409.402. The notice shall  
9 specify the name of the county department of community programs or related  
10 program against which the lien is claimed, the name of the receiver, the dates of the  
11 petition for receivership and the termination of receivership, a description of the  
12 property involved and the amount claimed. No lien may exist under this subdivision  
13 against any person, on any property or for any amount not specified in the notice filed  
14 under this subd. 12. f. To the extent applicable, ch. 846 controls the foreclosure of  
15 liens under this subdivision that attach to real property.

16 **SECTION 12.** 59.43 (1) (L) of the statutes is amended to read:

17 59.43 (1) (L) File all documents pertaining to security interests in personal  
18 property, crops or fixtures that are required or authorized by law to be filed with the  
19 register. Except as otherwise prescribed by the ~~department of financial institutions~~  
20 secretary of state under ss. 409.403 to 409.406, these documents shall be executed  
21 on white or light colored sheets of paper, 8 or 8.5 inches wide and 5, 7, 10.5 or 14  
22 inches long. Whenever there is offered for filing any document that varies more than  
23 one-eighth of an inch from the approved size, or that is not on a standard form  
24 prescribed by the ~~department of financial institutions~~ secretary of state, then in  
25 addition to the regular filing fee an additional filing fee shall be charged by the

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1 register of deeds, as prescribed by sub. (2). No assignment, release or other  
2 instrument shall be offered for filing that is executed or endorsed on any other  
3 document, but each shall be a separate and distinct document, except those  
4 assignments or notices that are printed or written on and immediately following the  
5 original agreement or financing statement, offered for filing at the same time, shall  
6 be considered as one document. All of these documents shall be legibly written, and  
7 shall have the names of the debtor and secured party plainly printed or typed on the  
8 document and shall provide a space for filing data of the register of deeds on the  
9 outside of the document.

10 **SECTION 13.** 59.43 (2) (d) of the statutes is amended to read:

11 59.43 (2) (d) For performing functions under s. 409.407 (1) and (2) (a) and (b),  
12 the register shall charge the fees stated in s. 409.407 (2) (a) or (b). A financing  
13 statement and an assignment or notice of assignment of the security interest, offered  
14 for filing at the same time, shall be considered as only one document for the purpose  
15 of this paragraph. Whenever there is offered for filing any document that is not on  
16 a standard form prescribed by the ~~department of financial institutions~~ secretary of  
17 state or that varies more than 0.125 inch from the approved size as prescribed by sub.  
18 (1), the appropriate fee specified in ss. 409.403 to 409.406 or an additional filing fee  
19 of one-half the regular fee, whichever is applicable, shall be charged by the register.

20 **SECTION 14.** 59.66 (2) (a) 1. of the statutes is amended to read:

21 59.66 (2) (a) 1. On or before January 10 of every odd-numbered year, each  
22 officer of a municipality and county, and each clerk of every court of record, shall file  
23 with the treasurer of that person's county a written report under oath giving the  
24 names and the last-known addresses of all persons for whom any such officer or clerk  
25 holds money or security, and which has not been claimed for at least one year, and

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1 showing the amount of the money or the nature of the security in detail. A duplicate  
2 report shall also be mailed to the ~~department of financial institutions~~ secretary of  
3 state. Upon receiving the reports the treasurer shall cause to be published a class  
4 3 notice, under ch. 985, on or before February 1 of the same year, which contains the  
5 names and last-known addresses of the owners of the unclaimed money or security,  
6 and shall state that unless the owners call for and prove their ownership of the money  
7 or security, within 6 months from the time of the completed publication, the treasurer  
8 will take possession or control of the money or security.

9 **SECTION 15.** 71.80 (12) of the statutes is amended to read:

10 71.80 (12) (title) ~~DEPARTMENT~~ SECRETARY OF STATE DEEMED LAWFUL ATTORNEY FOR  
11 NONRESIDENT. (a) The transaction of business or the performance of personal services  
12 in this state or the derivation of income from property the income from which has a  
13 taxable situs in this state by any nonresident person, except where the nonresident  
14 is a foreign corporation that has been licensed pursuant to ch. 180, shall be deemed  
15 an irrevocable appointment by such person, binding upon that person, that person's  
16 executor, administrator or personal representative, of the ~~department of financial~~  
17 ~~institutions~~ secretary of state to be that person's lawful attorney upon whom may be  
18 served any notice, order, pleading or process (including without limitation by  
19 enumeration any notice of assessment, denial of application for abatement or denial  
20 of claim for refund) by any administrative agency or in any proceeding by or before  
21 any administrative agency, or in any proceeding or action in any court, to enforce or  
22 effect full compliance with or involving the provisions of this chapter. The  
23 transaction of business, the performance of personal services or derivation of income  
24 from such property in this state shall be a signification of that person's agreement  
25 that any such notice, order, pleading or process which is so served shall be of the same

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1 legal force and validity as if served on that person personally, or upon that person's  
2 executor, administrator or personal representative.

3 (b) The transaction of business in this state or the derivation of income which  
4 has a situs in this state under the provisions of this chapter by any person while a  
5 resident of this state shall be deemed an irrevocable appointment by such person,  
6 binding upon that person, that person's executor, administrator or personal  
7 representative, effective upon such person becoming a nonresident of this state, of  
8 ~~the department of financial institutions~~ secretary of state to be that person's true and  
9 lawful attorney upon whom may be served any notice, order, pleading or process  
10 (including without limitation by enumeration any notice of assessment, denial of  
11 application for abatement or denial of claim for refund) by any administrative agency  
12 or in any proceeding by or before an administrative agency, or in any proceeding or  
13 action in any court, to enforce or effect full compliance with or involving the  
14 provisions of this chapter. And the transaction of such business or the derivation of  
15 such income shall be a signification of that person's agreement that any such notice,  
16 order, pleading or process which is so served shall be of the same legal force and  
17 validity as if served on that person personally, or upon that person's executor,  
18 administrator or personal representative.

19 (c) Service under par. (a) or (b) shall be made by serving a copy upon the  
20 ~~department of financial institutions~~ secretary of state or by filing such copy with the  
21 ~~department of financial institutions~~ office of the secretary of state, and such service  
22 shall be sufficient service upon such person, or that person's executor, administrator  
23 or personal representative if notice of such service and a copy of the notice, order,  
24 pleading or process are within 10 days thereafter sent by mail by the state  
25 department, officer or agency making such service to such person, or that person's

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1 executor, administrator or personal representative, at that person's last-known  
2 address, and that an affidavit of compliance herewith is filed with the department  
3 of financial institutions secretary of state. The ~~department of financial institutions~~  
4 secretary of state shall keep a record of all such notices, orders, pleadings, processes  
5 and affidavits and shall note in such record the day and hour of service upon the  
6 department secretary.

7 **SECTION 16.** 84.02 (4) (b) of the statutes is amended to read:

8 84.02 (4) (b) No person shall mark any other highway routes or trails unless  
9 the route marked shall coincide exactly with the state trunk system. No such routes  
10 shall be marked until exact descriptions of the routes selected for marking have been  
11 filed with and the routes and markings approved by the department. Every route  
12 laid out and marked shall be made to conform to the state trunk system, and the  
13 person responsible for the marking of such route shall remove or erase such marks  
14 from every portion of such route which does not coincide with the state trunk  
15 highway system. The department shall report to the ~~department of financial~~  
16 ~~institutions~~ secretary of state any violations of or failure to comply with the  
17 provisions of this subsection, and the ~~department of financial institutions~~ secretary  
18 of state shall thereupon revoke the privilege, license or incorporation of the offender,  
19 and the department shall cause the offending marks to be erased, removed or  
20 destroyed. The expense of such erasure, removal or destruction shall be paid out of  
21 funds appropriated to the department, and may be recovered in the name of the state  
22 from the person responsible for such unauthorized marking.

23 **SECTION 17.** 88.05 (6) of the statutes is amended to read:

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1           88.05 (6) Railroad companies shall file with the ~~department of financial~~  
2 ~~institutions~~ secretary of state a document stating the name and post-office address  
3 of the person upon whom any notice required by this chapter may be served.

4           **SECTION 18.** 96.17 (6) of the statutes is amended to read:

5           96.17 (6) If a handler is not a resident or is not authorized to do business in this  
6 state, the handler may designate an agent upon whom service of process may be  
7 made in this state. The agent shall be a resident of this state or a corporation  
8 authorized to do business in this state. The designation shall be in writing and filed  
9 with the ~~department of financial institutions~~ secretary of state. If no designation is  
10 made and filed or if process cannot be served in this state upon the designated agent,  
11 after reasonable effort, process may be served upon the ~~department of financial~~  
12 ~~institutions~~ secretary of state.

13           **SECTION 19.** 100.23 (5) (b) (intro.) of the statutes is amended to read:

14           100.23 (5) (b) (intro.) Has a current annual report on file with the ~~department~~  
15 ~~of financial institutions~~ secretary of state which satisfies all of the following  
16 requirements:

17           **SECTION 20.** 100.23 (5) (b) 2. of the statutes is amended to read:

18           100.23 (5) (b) 2. Is on a form furnished to the association by the ~~department of~~  
19 ~~financial institutions~~ secretary of state using information given as of the date of the  
20 execution of the report.

21           **SECTION 21.** 100.23 (5) (b) 4. of the statutes is amended to read:

22           100.23 (5) (b) 4. Is filed with the ~~department of financial institutions~~ secretary  
23 of state in each year following the year in which the association first filed the annual  
24 report required under this paragraph, during the calendar year quarter in which the  
25 anniversary of the filing occurs.



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1           **SECTION 22.** 100.23 (6) (intro.) of the statutes is amended to read:

2           100.23 **(6)** (title) ~~DEPARTMENT OF FINANCIAL INSTITUTIONS~~ SECRETARY OF STATE

3 DUTIES. (intro.) The ~~department of financial institutions~~ secretary of state shall:

4           **SECTION 23.** 100.23 (6) (c) of the statutes is amended to read:

5           100.23 **(6)** (c) Upon receipt of a report required under sub. (5) (b), determine  
6 if the report satisfies the requirements of sub. (5) (b). If the ~~department of financial~~  
7 ~~institutions~~ secretary of state determines that the report does not satisfy all of those  
8 requirements, the ~~department of financial institutions~~ secretary of state shall return  
9 the report to the association which filed it, along with a notice of any correction  
10 required. If the association files a corrected report within 30 days after the  
11 association receives that notice, the report shall be deemed timely filed for purposes  
12 of sub. (5) (b) 4.

13           **SECTION 24.** 102.17 (1) (a) of the statutes is amended to read:

14           102.17 **(1)** (a) Upon the filing with the department by any party in interest of  
15 any application in writing stating the general nature of any claim as to which any  
16 dispute or controversy may have arisen, it shall mail a copy of such application to all  
17 other parties in interest and the insurance carrier shall be deemed a party in  
18 interest. The department may bring in additional parties by service of a copy of the  
19 application. The department shall cause notice of hearing on the application to be  
20 given to each party interested, by service of such notice on the interested party  
21 personally or by mailing a copy to the interested party's last-known address at least  
22 10 days before such hearing. In case a party in interest is located without the state,  
23 and has no post-office address within this state, the copy of the application and  
24 copies of all notices shall be filed ~~with the department of financial institutions~~ in the  
25 office of the secretary of state and shall also be sent by registered or certified mail

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1 to the last-known post-office address of such party. Such filing and mailing shall  
2 constitute sufficient service, with the same effect as if served upon a party located  
3 within this state. The hearing may be adjourned in the discretion of the department,  
4 and hearings may be held at such places as the department designates, within or  
5 without the state. The department may also arrange to have hearing held by the  
6 commission, officer or tribunal having authority to hear cases arising under the  
7 worker's compensation law of any other state, of the District of Columbia, or of any  
8 territory of the United States, the testimony and proceedings at any such hearing to  
9 be reported to the department and to be part of the record in the case. Any evidence  
10 so taken shall be subject to rebuttal upon final hearing before the department.

11 **SECTION 25.** 111.07 (2) (a) of the statutes is amended to read:

12 111.07 (2) (a) Upon the filing with the commission by any party in interest of  
13 a complaint in writing, on a form provided by the commission, charging any person  
14 with having engaged in any specific unfair labor practice, it shall mail a copy of such  
15 complaint to all other parties in interest. Any other person claiming interest in the  
16 dispute or controversy, as an employer, an employe, or their representative, shall be  
17 made a party upon application. The commission may bring in additional parties by  
18 service of a copy of the complaint. Only one such complaint shall issue against a  
19 person with respect to a single controversy, but any such complaint may be amended  
20 in the discretion of the commission at any time prior to the issuance of a final order  
21 based thereon. The person or persons so complained of shall have the right to file an  
22 answer to the original or amended complaint and to appear in person or otherwise  
23 and give testimony at the place and time fixed in the notice of hearing. The  
24 commission shall fix a time for the hearing on such complaint, which will be not less  
25 than 10 nor more than 40 days after the filing of such complaint, and notice shall be

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1 given to each party interested by service on the party personally or by mailing a copy  
2 thereof to the party at the party's last-known post-office address at least 10 days  
3 before such hearing. In case a party in interest is located without the state and has  
4 no known post-office address within this state, a copy of the complaint and copies  
5 of all notices shall be filed ~~with the department of financial institutions~~ in the office  
6 of the secretary of state and shall also be sent by registered mail to the last-known  
7 post-office address of such party. Such filing and mailing shall constitute sufficient  
8 service with the same force and effect as if served upon the party located within this  
9 state. Such hearing may be adjourned from time to time in the discretion of the  
10 commission and hearings may be held at such places as the commission shall  
11 designate.

12 **SECTION 26.** 133.12 of the statutes is amended to read:

13 **133.12 Domestic and foreign corporations and limited liability**  
14 **companies; cancellation of charters or certificates of authority for**  
15 **restraining trade; affidavit.** Any corporation or limited liability company  
16 organized under the laws of this state or foreign corporation or foreign limited  
17 liability company authorized to transact business in this state pursuant to a  
18 certificate of authority from the ~~department of financial institutions~~ secretary of  
19 state which violates any provision of this chapter, may, upon proof thereof, in any  
20 circuit court have its charter or authority to transact business in this state  
21 suspended, canceled or annulled. Every corporation shall, in its annual report filed  
22 with the ~~department of financial institutions~~ secretary of state, show whether it has  
23 entered into any contract, combination in the form of trust or otherwise, or  
24 conspiracy in restraint of trade or commerce. The department of justice shall enforce  
25 this section.

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1           **SECTION 27.** 134.45 (3) (b) of the statutes is amended to read:

2           134.45 (3) (b) A domestic or foreign corporation, association or limited liability  
3 company exercising any of the powers, franchises or functions of a business entity  
4 in this state that violates any provision of this section, shall not have the right of, and  
5 shall be prohibited from, doing business in this state, and the ~~department of financial~~  
6 ~~institutions~~ secretary of state shall revoke its certificate to do business in this state.

7           **SECTION 28.** 139.34 (9) of the statutes is amended to read:

8           139.34 (9) The applicant for a permit, if a nonresident, foreign corporation or  
9 foreign limited liability company, shall file proof that the applicant has appointed the  
10 ~~department of financial institutions~~ secretary of state as agent for the service of  
11 process on any matter arising under ss. 139.30 to 139.44. A foreign corporation  
12 without a place of business in this state need not obtain a certificate of authority  
13 under ss. 180.1501 to 180.1505. If a foreign corporation has a certificate of authority  
14 under ss. 180.1501 to 180.1505, the foreign corporation satisfies this subsection by  
15 filing the address of its registered office in this state and the name of its registered  
16 agent at that office and by promptly filing any changes to this information. A foreign  
17 limited liability company without a place of business in this state need not obtain a  
18 certificate of registration under ss. 183.1002 to 183.1007. If a foreign limited liability  
19 company has a certificate of registration under ss. 183.1002 to 183.1007, the foreign  
20 limited liability company satisfies this subsection by filing the address of its  
21 registered office in this state and the name of its registered agent at that office and  
22 by promptly filing any changes to this information.

23           **SECTION 29.** 157.062 (1) of the statutes is amended to read:

24           157.062 (1) ORGANIZATION. Seven or more residents of the same county may  
25 form a cemetery association. They shall meet, select a chairperson and secretary,

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1 choose a name, fix the annual meeting date, and elect by ballot not less than 3 nor  
2 more than 9 trustees whom the chairperson and secretary shall immediately divide  
3 by lot into 3 classes, who shall hold their offices for 1, 2 and 3 years, respectively.  
4 Within 3 days, the chairperson and secretary shall certify the corporate name, the  
5 names, home addresses and business addresses of the organizers and of the trustees,  
6 and their classification, and the annual meeting date acknowledged by them, and,  
7 except as provided in sub. (9), deliver the certification to the ~~department of financial~~  
8 ~~institutions~~ secretary of state. The association then has the powers of a corporation.

9 **SECTION 30.** 157.062 (2) of the statutes is amended to read:

10 157.062 (2) AMENDMENTS. The association may change its name, the number  
11 of trustees or the annual meeting date by resolution at an annual meeting, or special  
12 meeting called for such purpose, by a majority vote of the members present, and,  
13 except as provided in sub. (9), by delivering to the ~~department of financial~~  
14 ~~institutions~~ secretary of state a copy of the resolution, with the date of adoption,  
15 certified by the president and secretary or corresponding officers.

16 **SECTION 31.** 157.062 (6) (b) of the statutes is amended to read:

17 157.062 (6) (b) If an association that has been dissolved under par. (a), or any  
18 group that was never properly organized as a cemetery association, has cemetery  
19 grounds and human remains are buried in the cemetery grounds, 5 or more  
20 members, or persons interested as determined by order of the circuit judge under par.  
21 (c), may publish a class 3 notice, under ch. 985, in the municipality in which the  
22 cemetery is located, of the time, place and object of the meeting, assemble and  
23 reorganize by the election of trustees and divide them into classes as provided in sub.  
24 (1), the commencement of the terms to be computed from the next annual meeting  
25 date. The secretary shall enter the proceedings of the meeting on the records. The

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1 association is reorganized upon delivery of a copy of the proceedings to the  
2 ~~department of financial institutions~~ secretary of state, except as provided in sub. (9).

3 Upon reorganization, the title to the cemetery grounds, trust funds and all other  
4 property of the association or group vests in the reorganized association, under the  
5 control of the trustees. The reorganized association may continue the name of the  
6 dissolved association or may adopt a new name.

7 **SECTION 32.** 157.062 (6m) of the statutes is amended to read:

8 157.062 **(6m)** FORMS. The ~~department of financial institutions~~ secretary of  
9 state may prescribe and furnish forms for providing the information required under  
10 subs. (1) to (6).

11 **SECTION 33.** 157.062 (9) of the statutes is amended to read:

12 157.062 **(9)** EXEMPTIONS FOR CERTAIN NONPROFIT CEMETERIES. In lieu of  
13 delivering a certification, resolution or copy of proceedings to the ~~department of~~  
14 ~~financial institutions~~ secretary of state under sub. (1), (2) or (6) (b), a cemetery  
15 association that is not required to be registered under s. 440.91 (1) and that is not  
16 organized or conducted for pecuniary profit shall deliver the certification, resolution  
17 or copy of proceedings to the office of the register of deeds of the county in which the  
18 cemetery is located.

19 **SECTION 34.** 157.064 (7) of the statutes is amended to read:

20 157.064 **(7)** Not more than 30 days after a transfer under sub. (6), the  
21 transferring association shall notify the ~~department of financial institutions~~  
22 secretary of state in writing of the transfer, including the name and address of the  
23 accepting association or its treasurer. The ~~department of financial institutions~~  
24 secretary of state may prescribe and furnish forms for providing the information  
25 required under this subsection.

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1           **SECTION 35.** 157.62 (1) (a) (intro.) of the statutes is amended to read:

2           157.62 (1) (a) (intro.) Except as provided in par. (b) and s. 157.625, every  
3 cemetery association shall file an annual report with the ~~department of financial~~  
4 ~~institutions~~ secretary of state. The report shall be made on a calendar-year basis  
5 unless the ~~department of financial institutions~~ secretary of state, by rule, provides  
6 for other reporting periods. The report is due on the 60th day after the last day of  
7 the reporting period. The annual report shall include all of the following:

8           **SECTION 36.** 157.62 (1) (c) of the statutes is amended to read:

9           157.62 (1) (c) The ~~department of financial institutions~~ secretary of state may  
10 prescribe and furnish forms for reports required under this subsection. If the  
11 ~~department of financial institutions~~ secretary of state prescribes forms under this  
12 paragraph, the ~~department of financial institutions~~ secretary of state shall mail the  
13 forms to cemetery associations required to file under par. (a) no later than 60 days  
14 before the reports are due.

15           **SECTION 37.** 178.01 (2) (de) of the statutes is repealed.

16           **SECTION 38.** 178.40 (1) (intro.) of the statutes is amended to read:

17           178.40 (1) (intro.) To become a registered limited liability partnership or a  
18 foreign registered limited liability partnership, a partnership shall file with the  
19 ~~department~~ secretary of state the fee specified in s. 178.48 and a registration  
20 statement that includes all of the following:

21           **SECTION 39.** 178.40 (2) (intro.) of the statutes is amended to read:

22           178.40 (2) (intro.) A registered limited liability partnership or a foreign  
23 registered limited liability partnership may amend its registration statement at any  
24 time by filing with the ~~department~~ secretary of state a statement that includes all  
25 of the following:

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1           **SECTION 40.** 178.40 (3) (intro.) of the statutes is amended to read:

2           178.40 (3) (intro.) A registered limited liability partnership or a foreign  
3 registered limited liability partnership may terminate its registration by filing with  
4 the ~~department~~ secretary of state the fee specified in s. 178.48 and a written notice  
5 of withdrawal that includes all of the following:

6           **SECTION 41.** 178.41 (1) (a) of the statutes is amended to read:

7           178.41 (1) (a) The ~~department's~~ secretary of state's filing of a registration  
8 statement is conclusive proof that the partnership is registered as a registered  
9 limited liability partnership or a foreign registered limited liability partnership  
10 under this chapter, except in a proceeding by the state to revoke the registration, and  
11 is notice of all other facts set forth in the registration statement.

12           **SECTION 42.** 178.41 (1) (b) of the statutes is amended to read:

13           178.41 (1) (b) The ~~department's~~ secretary of state's filing of a registration  
14 statement of a foreign registered limited liability partnership under s. 178.40  
15 constitutes its certificate of authority to transact business in this state and is notice  
16 of all other facts set forth in the registration statement.

17           **SECTION 43.** 178.42 (3) (intro.) of the statutes is amended to read:

18           178.42 (3) (intro.) Except as provided in sub. (4), the name of a registered  
19 limited liability partnership shall be distinguishable upon the records of the  
20 ~~department~~ secretary of state from all of the following names:

21           **SECTION 44.** 178.44 (3) of the statutes is amended to read:

22           178.44 (3) If the address of the registered limited liability partnership's or  
23 foreign registered limited liability partnership's principal office cannot be  
24 determined from the records of the ~~department~~ secretary of state, the partnership  
25 may be served by publishing a class 3 notice, under ch. 985, in the community in



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1 which the partnership's principal office or registered office, as most recently  
2 designated in the records of the department secretary of state, is located.

3 **SECTION 45.** 178.45 (1) (b) of the statutes is amended to read:

4 178.45 (1) (b) Obtain a certificate of authority from the department secretary  
5 of state by filing a registration statement under s. 178.40.

6 **SECTION 46.** 178.45 (4) (f) of the statutes is amended to read:

7 178.45 (4) (f) The foreign registered limited liability partnership shall pay the  
8 amount owed under par. (e) to the department secretary of state. The department  
9 secretary of state may not issue a certificate of authority to the foreign registered  
10 limited liability partnership until the amount owed is paid. The attorney general  
11 may enforce a foreign registered limited liability partnership's obligation to pay any  
12 amount owed under par. (e).

13 **SECTION 47.** 178.46 (1) (intro.) of the statutes is amended to read:

14 178.46 (1) (intro.) Except as provided in sub. (4), a document required or  
15 permitted to be filed under s. 178.40 or 178.50 in the office of the department  
16 secretary of state shall satisfy all of the following requirements:

17 **SECTION 48.** 178.46 (1) (c) of the statutes is amended to read:

18 178.46 (1) (c) Contain the name of the drafter, if required by s. ~~14.38(14)~~ 182.01  
19 (3).

20 **SECTION 49.** 178.46 (1) (e) of the statutes is amended to read:

21 178.46 (1) (e) Be on the form prescribed by the department secretary of state  
22 if the document is described in s. 178.47.

23 **SECTION 50.** 178.46 (1) (f) of the statutes is amended to read:

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1           178.46 (1) (f) Be delivered to the department secretary of state for filing and  
2 be accompanied by one exact or conformed copy and the filing fee required by s.  
3 178.48.

4           **SECTION 51.** 178.46 (2) of the statutes is amended to read:

5           178.46 (2) The department secretary of state shall file photocopies or other  
6 reproduced copies of typewritten or printed documents if the copies satisfy sub. (1)  
7 and are originally executed to satisfy sub. (3).

8           **SECTION 52.** 178.46 (4) of the statutes is amended to read:

9           178.46 (4) The department secretary of state may waive any of the  
10 requirements of subs. (1) to (3) if it appears from the face of the document that the  
11 document's failure to satisfy the requirement is immaterial.

12           **SECTION 53.** 178.47 (1) (a) (intro.) of the statutes is amended to read:

13           178.47 (1) (a) (intro.) The department secretary of state shall prescribe and  
14 furnish on request forms for all of the following documents:

15           **SECTION 54.** 178.47 (1) (b) of the statutes is amended to read:

16           178.47 (1) (b) The forms prescribed by the department secretary of state under  
17 par. (a) 1., 2. and 3. shall require disclosure of only the information required under  
18 s. 178.40 (1), (2) and (3), respectively.

19           **SECTION 55.** 178.47 (2) of the statutes is amended to read:

20           178.47 (2) The department secretary of state may prescribe and furnish on  
21 request forms for other documents required or permitted to be filed with the  
22 department secretary of state under this chapter, but use of these forms is not  
23 mandatory.

24           **SECTION 56.** 178.48 (1) (intro.) of the statutes is amended to read:

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1           178.48 (1) (intro.) The ~~department~~ secretary of state shall collect the following  
2 fees when the documents described under this subsection are delivered to the  
3 ~~department~~ secretary of state for filing:

4           **SECTION 57.** 178.48 (2) of the statutes is amended to read:

5           178.48 (2) The ~~department~~ secretary of state shall collect a \$10 fee each time  
6 process is served on the ~~department~~ secretary of state under this chapter.

7           **SECTION 58.** 178.48 (3) of the statutes is amended to read:

8           178.48 (3) In addition to the fees required under sub. (1), the ~~department~~  
9 secretary of state shall collect \$25 for processing in an expeditious manner a  
10 document required or permitted to be filed with the ~~department~~ secretary of state  
11 under this chapter.

12           **SECTION 59.** 178.49 (1) (a) (intro.) of the statutes is amended to read:

13           178.49 (1) (a) (intro.) Except as provided in sub. (2), a document filed under this  
14 chapter is effective on the date that it is received by the ~~department~~ secretary of state  
15 for filing and at any of the following times on that date:

16           **SECTION 60.** 178.49 (1) (b) of the statutes is amended to read:

17           178.49 (1) (b) The date that a document is received by the ~~department~~ secretary  
18 of state is determined by the ~~department's~~ endorsement of the secretary of state on  
19 the original document.

20           **SECTION 61.** 178.50 (1) of the statutes is amended to read:

21           178.50 (1) A registered limited liability partnership or foreign registered  
22 limited liability partnership holding a certificate of authority under s. 178.40 may  
23 correct a document that was filed with the ~~department~~ secretary of state if the  
24 document contains a statement that was incorrect at the time of filing or was

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1 defectively executed, including defects in any attestation, seal, verification or  
2 acknowledgment.

3 **SECTION 62.** 178.50 (2) (intro.) of the statutes is amended to read:

4 178.50 (2) (intro.) To correct a document under sub. (1), a registered limited  
5 liability partnership or a foreign registered limited liability partnership holding a  
6 certificate of authority under s. 178.40 shall file with the ~~department~~ secretary of  
7 state articles of correction that include all of the following:

8 **SECTION 63.** 178.51 (title) of the statutes is amended to read:

9 **178.51** (title) **Filing duty of the department secretary of state.**

10 **SECTION 64.** 178.51 (1) of the statutes is amended to read:

11 178.51 (1) Upon receipt of a document by the ~~department~~ secretary of state for  
12 filing, the ~~department~~ secretary of state shall stamp or otherwise endorse the date  
13 and time of receipt on the original document copy and, upon request, any additional  
14 document copy received. The ~~department~~ secretary of state shall return any  
15 additional document copy to the person delivering it, as confirmation of the date and  
16 time of receipt.

17 **SECTION 65.** 178.51 (2) of the statutes is amended to read:

18 178.51 (2) (a) Except as provided in par. (b), if a document satisfies s. 178.46,  
19 the ~~department~~ secretary of state shall file the document by stamping or otherwise  
20 endorsing "Filed" on both the original and the document copy. After filing a  
21 document, the ~~department~~ secretary of state shall deliver the document copy to the  
22 registered limited liability partnership or to the foreign registered limited liability  
23 partnership or to its representative.

24 (b) If a registered limited liability partnership or foreign registered limited  
25 liability partnership is in default in the payment of any fee required under s. 178.48,

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1 the ~~department~~ secretary of state shall refuse to file any document relating to the  
2 partnership until all delinquent fees are paid.

3 **SECTION 66.** 178.51 (3) (a) of the statutes is amended to read:

4 178.51 (3) (a) If the ~~department~~ secretary of state refuses to file a document,  
5 the ~~department~~ secretary of state shall return it to the partnership, or to its  
6 representative, within 5 business days after the document is received by the office  
7 of the ~~department~~ secretary of state for filing, together with a brief written  
8 explanation of the reason for the ~~department's~~ secretary of state's refusal.

9 **SECTION 67.** 178.51 (3) (b) of the statutes is amended to read:

10 178.51 (3) (b) The ~~department's~~ secretary of state's failure to either file or  
11 return a document within 5 business days after it was received constitutes a refusal  
12 to file.

13 **SECTION 68.** 178.51 (3) (c) of the statutes is amended to read:

14 178.51 (3) (c) If a document that has been refused for filing by the ~~department~~  
15 secretary of state is resubmitted for filing by the ~~department~~ secretary of state, the  
16 effective date of the document under s. 178.49 is the date that the resubmitted  
17 document is received by the ~~department~~ secretary of state for filing or a delayed  
18 effective date specified in the resubmitted document in accordance with s. 178.49 (2).  
19 The effective time of the resubmitted document shall be determined under s. 178.49  
20 (1) or (2), whichever is applicable.

21 **SECTION 69.** 178.52 (title) of the statutes is amended to read:

22 **178.52 (title) Appeal from ~~department's~~ refusal of the secretary of state**  
23 **to file document.**

24 **SECTION 70.** 178.52 (1) of the statutes is amended to read:

**SENATE BILL 176****SECTION 70**

1           178.52 (1) If the department secretary of state refuses to file a document  
2 received for filing, the partnership may appeal the refusal by filing a petition in  
3 circuit court to compel the department secretary of state to file the document. The  
4 partnership shall file the petition in the circuit court for the county where the  
5 partnership's principal office or, if none in this state, its registered office is located.  
6 The partnership shall attach to the petition the document and any explanation by  
7 the department secretary of state of the reasons for the refusal to file.

8           **SECTION 71.** 178.52 (2) of the statutes is amended to read:

9           178.52 (2) The partnership shall file the petition under sub. (1) within 30 days  
10 after the department secretary of state returns the document under s. 178.51 (3) (a).  
11 If the department secretary of state does not return the document within the period  
12 specified in s. 178.51 (3) (b), the partnership shall file the petition within 30 days  
13 after the period specified in s. 178.51 (3) (b) expires.

14           **SECTION 72.** 178.52 (3) of the statutes is amended to read:

15           178.52 (3) The court may summarily order the department secretary of state  
16 to file the document or take other action that the court considers appropriate. The  
17 court's final decision may be appealed as in other civil proceedings.

18           **SECTION 73.** 178.52 (4) of the statutes is amended to read:

19           178.52 (4) If the court orders the department secretary of state to file the  
20 document under sub. (3), the effective date of the document shall be the date on which  
21 it was received by the department secretary of state or a delayed effective date, if  
22 specified under s. 178.49 (2).

23           **SECTION 74.** 179.01 (2m) of the statutes is repealed.

24           **SECTION 75.** 179.03 (2) of the statutes is amended to read:

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1           179.03 (2) The reservation shall be made by filing with the department  
2           secretary of state an application executed by the applicant to reserve a specified  
3           name together with a fee of \$10, or making a telephone application to reserve a  
4           specified name. The fee for a telephone application to reserve a specified name for  
5           60 days is \$20. If the ~~department~~ secretary of state finds that the name is available  
6           for use by a domestic limited partnership or foreign limited partnership, the  
7           ~~department~~ secretary of state shall reserve the name for the exclusive use of the  
8           applicant for a period of 60 days. The ~~department~~ secretary of state shall cancel the  
9           telephone application to reserve a specified name if the ~~department~~ secretary of state  
10          does not receive the proper fee within 15 business days after the application. Once  
11          having reserved a name, the same applicant may not again reserve the same name  
12          until more than 60 days after the expiration of the last 60-day period for which that  
13          applicant reserved that name. The right to the exclusive use of a reserved name may  
14          be transferred to any other person by filing with the ~~department~~ secretary of state,  
15          together with a fee of \$10, a notice of the transfer executed by the applicant for whom  
16          the name was reserved and specifying the name and address of the transferee.

17           **SECTION 76.** 179.04 (2) of the statutes is amended to read:

18           179.04 (2) If a limited partnership fails to maintain an agent for service of  
19           process in this state or if the agent cannot with reasonable diligence be found,  
20           substituted service may be made on the ~~department~~ secretary of state by delivering  
21           duplicate copies of the process, together with a fee of \$10. The ~~department~~ secretary  
22           of state shall forward one copy by registered mail, addressed to the limited  
23           partnership at its record office.

24           **SECTION 77.** 179.11 (1) (intro.) of the statutes is amended to read:

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1           179.11 (1) (intro.) To form a limited partnership, a certificate of limited  
2 partnership must be executed and filed with the department secretary of state. The  
3 certificate shall be filed together with a fee of \$70 and shall contain all of the following  
4 information:

5           **SECTION 78.** 179.11 (2) of the statutes is amended to read:

6           179.11 (2) A limited partnership is formed at the time of the filing of the  
7 certificate of limited partnership with the department secretary of state or at any  
8 later time specified in the certificate of limited partnership, if there has been  
9 substantial compliance with this section.

10          **SECTION 79.** 179.12 (1) (intro.) of the statutes is amended to read:

11          179.12 (1) (intro.) A certificate of limited partnership is amended by filing a  
12 certificate of amendment with the department secretary of state, together with a fee  
13 of \$25. The certificate shall specify all of the following:

14          **SECTION 80.** 179.12 (6) of the statutes is amended to read:

15          179.12 (6) Except as otherwise provided in this chapter or in the certificate of  
16 amendment, a certificate of amendment is effective on its filing with the department  
17 secretary of state.

18          **SECTION 81.** 179.13 (intro.) of the statutes is amended to read:

19          **179.13 Cancellation of certificate.** (intro.) A certificate of limited  
20 partnership shall be canceled upon the dissolution and the commencement of  
21 winding up of the limited partnership or at any other time that there are no limited  
22 partners. A certificate of cancellation shall be filed together with a fee of \$10 with  
23 the department secretary of state and shall specify all of the following:

24          **SECTION 82.** 179.14 (1) (intro.) of the statutes is amended to read:



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1           179.14 (1) (intro.) Each certificate required by this subchapter to be filed with  
2           the department in the office of the secretary of state shall be executed in the following  
3           manner:

4           **SECTION 83.** 179.15 of the statutes is amended to read:

5           **179.15 Execution of certificate by court order.** If a person required by s.  
6           179.14 to execute any certificate fails or refuses to do so, any other person who is  
7           adversely affected by the failure or refusal, may petition the circuit court to direct  
8           the execution of the certificate. If the court finds that it is proper for the certificate  
9           to be executed and that any person so designated has failed or refused to execute the  
10          certificate, it shall order the department secretary of state to record an appropriate  
11          certificate.

12          **SECTION 84.** 179.16 (title) of the statutes is amended to read:

13          **179.16** (title) **Filing with the department of financial institutions**  
14          secretary of state.

15          **SECTION 85.** 179.16 (1) (intro.) of the statutes is amended to read:

16          179.16 (1) (intro.) Two signed copies of the certificate of limited partnership  
17          and of any certificates of amendment or cancellation or of any court order under s.  
18          179.15 shall be delivered to the department secretary of state. A person who executes  
19          a certificate as an officer, general partner or fiduciary need not exhibit evidence of  
20          his or her authority as a prerequisite to filing. Unless the document does not conform  
21          to law, upon receipt of all filing fees the department secretary of state shall do all of  
22          the following:

23          **SECTION 86.** 179.16 (1) (b) of the statutes is amended to read:

24          179.16 (1) (b) File one duplicate original with the department secretary of  
25          state.

**SENATE BILL 176****SECTION 87**

1           **SECTION 87.** 179.16 (2) of the statutes is amended to read:

2           179.16 (2) Upon the filing of a certificate of amendment or court order of  
3 amendment in the ~~department~~ secretary of state, the certificate of limited  
4 partnership shall be amended as set forth in the certificate or order, and upon the  
5 effective date of a certificate of cancellation or court order of cancellation, the  
6 certificate of limited partnership is canceled.

7           **SECTION 88.** 179.16 (3) (a) (intro.) of the statutes is amended to read:

8           179.16 (3) (a) (intro.) The ~~department~~ secretary of state may waive any of the  
9 following:

10          **SECTION 89.** 179.16 (3) (a) 2. of the statutes is amended to read:

11          179.16 (3) (a) 2. An omission or defect in a document, if the ~~department~~  
12 secretary of state determines from the face of the document that the omission or  
13 defect is immaterial.

14          **SECTION 90.** 179.16 (4) (intro.) of the statutes is amended to read:

15          179.16 (4) (intro.) The ~~department~~ secretary of state shall charge and collect  
16 for:

17          **SECTION 91.** 179.16 (5) of the statutes is amended to read:

18          179.16 (5) The ~~department~~ secretary of state shall charge and collect, for  
19 processing a document required or permitted to be filed under this chapter in an  
20 expeditious manner, or preparing the information under sub. (4) in an expeditious  
21 manner, the expedited service fee under s. 182.01 (4) in addition to the fee required  
22 by other provisions of this chapter.

23          **SECTION 92.** 179.18 of the statutes is amended to read:

24          **179.18 Notice conferred by filing.** The fact that a certificate of limited  
25 partnership is on file ~~with the department~~ in the office of the secretary of state is

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1 notice that the partnership is a limited partnership and the persons designated as  
2 general partners are general partners, but it is not notice of any other fact.

3 **SECTION 93.** 179.185 (1) of the statutes is amended to read:

4 179.185 (1) A limited partnership may integrate into a single instrument the  
5 operative provisions of its certificate of limited partnership, as shown by the original  
6 certificate and amendments filed under this subchapter, and it may at the same time  
7 also further amend its certificate of limited partnership by adopting a restated  
8 certificate of limited partnership. The restated certificate shall be filed together with  
9 a fee of \$25 with the department secretary of state.

10 **SECTION 94.** 179.185 (4) of the statutes is amended to read:

11 179.185 (4) On filing the restated certificate with the department secretary of  
12 state, the original certificate, as amended under this subchapter, is superseded.  
13 After its filing, the restated certificate is the certificate of limited partnership of the  
14 limited partnership, but the original effective date of formation shall remain  
15 unchanged.

16 **SECTION 95.** 179.19 of the statutes is amended to read:

17 **179.19 Delivery of certificates to limited partners.** Upon the return by  
18 the department secretary of state under s. 179.16 of a certificate marked "Filed", the  
19 general partners shall promptly deliver or mail a copy of the certificate of limited  
20 partnership and each certificate to each limited partner unless the partnership  
21 agreement provides otherwise.

22 **SECTION 96.** 179.24 (1) (b) of the statutes is amended to read:

23 179.24 (1) (b) Withdraws from future equity participation in the enterprise by  
24 executing and filing with the department in the office of the secretary of state,

**SENATE BILL 176****SECTION 96**

1 together with a \$15 filing fee, a certificate declaring withdrawal under this  
2 paragraph.

3 **SECTION 97.** 179.82 (intro.) of the statutes is amended to read:

4 **179.82 Registration.** (intro.) Before transacting business in this state, a  
5 foreign limited partnership shall register with the ~~department~~ secretary of state. A  
6 foreign limited partnership shall submit in duplicate, together with a filing fee of  
7 \$75, an application for registration as a foreign limited partnership, signed and  
8 sworn to by a general partner and setting forth all of the following:

9 **SECTION 98.** 179.82 (5) of the statutes is amended to read:

10 179.82 (5) A statement that the ~~department~~ secretary of state is appointed the  
11 agent of the foreign limited partnership for service of process under s. 179.88 if the  
12 agent's authority has been revoked or the agent cannot be found or served with the  
13 exercise of reasonable diligence.

14 **SECTION 99.** 179.83 (1) (intro.) of the statutes is amended to read:

15 179.83 (1) (intro.) If the ~~department~~ secretary of state finds that an application  
16 for registration conforms to law and all requisite fees have been paid, the ~~department~~  
17 secretary of state shall:

18 **SECTION 100.** 179.84 of the statutes is amended to read:

19 **179.84 Name.** A foreign limited partnership may register with the ~~department~~  
20 secretary of state under any name that includes without abbreviation the words  
21 "limited partnership" and that could be registered by a domestic limited partnership.

22 **SECTION 101.** 179.85 of the statutes is amended to read:

23 **179.85 Amendments.** If any statement in the application for registration of  
24 a foreign limited partnership was false when made or any arrangements or other  
25 facts described have changed, making the application inaccurate in any respect, the

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1 foreign limited partnership shall promptly file ~~with the department~~ in the office of  
2 the secretary of state, together with a filing fee of \$15, a certificate, signed and sworn  
3 to by a general partner, correcting the statement.

4 **SECTION 102.** 179.86 (1) of the statutes is amended to read:

5 179.86 (1) A foreign limited partnership may cancel its registration by filing  
6 with the ~~department~~ secretary of state, together with a filing fee of \$15, a certificate  
7 of cancellation signed and sworn to by a general partner.

8 **SECTION 103.** 179.86 (2) of the statutes is amended to read:

9 179.86 (2) A cancellation does not terminate the authority of the ~~department~~  
10 secretary of state to accept service of process on the foreign limited partnership with  
11 respect to claims arising out of the transaction of business in this state.

12 **SECTION 104.** 179.87 (4) of the statutes is amended to read:

13 179.87 (4) A foreign limited partnership, by transacting business in this state  
14 without registration, appoints the ~~department~~ secretary of state as its agent for  
15 service of process under s. 179.88 with respect to claims arising out of the transaction  
16 of business in this state.

17 **SECTION 105.** 179.88 of the statutes is amended to read:

18 **179.88 Substituted service.** Service of process on the ~~department~~ secretary  
19 of state under this subchapter shall be made by serving of duplicate copies of the  
20 process on the ~~department~~ secretary of state, together with a fee of \$10. The  
21 ~~department~~ secretary of state shall mail notice of the service and a copy of the process  
22 within 10 days addressed to the foreign limited partnership at its office in the state  
23 of its organization. The time within which the foreign limited partnership may  
24 answer or move to dismiss under s. 802.06 (2) does not start to run until 10 days after  
25 the date of the mailing. The ~~department~~ secretary of state shall keep a record of

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1 service of process under this section showing the day and hour of service and the date  
2 of mailing.

3 **SECTION 106.** 180.0103 (6m) of the statutes is repealed.

4 **SECTION 107.** 180.0120 (1) (intro.) of the statutes is amended to read:

5 180.0120 (1) (intro.) Except as provided in sub. (4), a document required or  
6 permitted to be filed under this chapter ~~with the department~~ in the office of the  
7 secretary of state must satisfy all of the following requirements to be filed under s.  
8 180.0125 (2) (a):

9 **SECTION 108.** 180.0120 (1) (f) of the statutes is amended to read:

10 180.0120 (1) (f) Be on the form prescribed by the ~~department~~ secretary of state  
11 if the document is described in s. 180.0121 (1).

12 **SECTION 109.** 180.0120 (1) (g) of the statutes is amended to read:

13 180.0120 (1) (g) Be delivered to the ~~department~~ office of the secretary of state  
14 for filing and be accompanied by one exact or conformed copy and the filing fee  
15 required by s. 180.0122.

16 **SECTION 110.** 180.0120 (2) of the statutes is amended to read:

17 180.0120 (2) The ~~department~~ secretary of state shall file photocopies or other  
18 reproduced copies of typewritten or printed documents if the copies are manually  
19 signed and satisfy this section.

20 **SECTION 111.** 180.0120 (4) of the statutes is amended to read:

21 180.0120 (4) The ~~department~~ secretary of state may waive any of the  
22 requirements of subs. (1) to (3) if it appears from the face of the document that the  
23 document's failure to satisfy the requirement is immaterial.

24 **SECTION 112.** 180.0121 (1) (a) (intro.) of the statutes is amended to read:

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1           180.0121 (1) (a) (intro.) The ~~department~~ secretary of state shall prescribe and  
2 furnish on request forms for all of the following documents:

3           **SECTION 113.** 180.0121 (1) (b) of the statutes is amended to read:

4           180.0121 (1) (b) The forms prescribed by the ~~department~~ secretary of state  
5 under par. (a) 1., 2. and 3. shall require disclosure of only the information required  
6 under ss. 180.1503, 180.1520, 180.1622 and 180.1921, respectively.

7           **SECTION 114.** 180.0121 (2) of the statutes is amended to read:

8           180.0121 (2) The ~~department~~ secretary of state may prescribe and furnish on  
9 request forms for other documents required or permitted to be filed by this chapter,  
10 but use of these forms is not mandatory.

11          **SECTION 115.** 180.0122 (1) (intro.) of the statutes is amended to read:

12          180.0122 (1) (intro.) The ~~department~~ secretary of state shall collect the  
13 following fees when the documents described in this subsection are delivered for  
14 filing or, under pars. (e) and (f), the telephone applications are made:

15          **SECTION 116.** 180.0122 (1m) (intro.) of the statutes is amended to read:

16          180.0122 (1m) (intro.) The ~~department~~ secretary of state shall collect the  
17 following fees when the documents described in this subsection are delivered to the  
18 ~~department~~ secretary of state for filing by an investment company:

19          **SECTION 117.** 180.0122 (2) of the statutes is amended to read:

20          180.0122 (2) The ~~department~~ secretary of state shall collect a \$10 fee each time  
21 process is served on ~~the department~~ him or her under this chapter. The party to a  
22 civil, criminal, administrative or investigatory proceeding causing service of process  
23 may recover this fee as costs if the party prevails in the proceeding.

24          **SECTION 118.** 180.0122 (3) (intro.) of the statutes is amended to read:

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1           180.0122 (3) (intro.) The ~~department~~ secretary of state may not collect a fee for  
2 any of the following:

3           **SECTION 119.** 180.0122 (4) of the statutes is amended to read:

4           180.0122 (4) In addition to the fees required under sub. (1), the ~~department~~  
5 secretary of state shall collect the expedited service fee under s. 182.01 (4) for  
6 processing in an expeditious manner a document required or permitted to be filed  
7 under this chapter or for preparing in an expeditious manner a certificate of status  
8 under s. 180.0128 (1) to (3) or a statement of status under s. 180.0128 (4).

9           **SECTION 120.** 180.0123 (1) (a) (intro.) of the statutes is amended to read:

10           180.0123 (1) (a) (intro.) Except as provided in sub. (2) or s. 180.0124 (3),  
11 180.1622 (5) or 180.1921 (4), a document filed by the ~~department~~ secretary of state  
12 under this chapter is effective on the date that it is received by the ~~department~~ office  
13 of the secretary of state for filing and at any of the following times on that date:

14           **SECTION 121.** 180.0123 (1) (b) of the statutes is amended to read:

15           180.0123 (1) (b) The date that a document is received by the ~~department~~ office  
16 of the secretary of state is determined by the ~~department's~~ secretary of state's  
17 endorsement on the original document under s. 180.0125 (1).

18           **SECTION 122.** 180.0124 (1) of the statutes is amended to read:

19           180.0124 (1) A domestic corporation or foreign corporation may correct a  
20 document that is filed by the ~~department~~ secretary of state before, on or after  
21 January 1, 1991, if the document contains a statement that was incorrect at the time  
22 of filing or was defectively executed, including defects in any attestation, seal,  
23 verification or acknowledgment.

24           **SECTION 123.** 180.0124 (2) (intro.) of the statutes is amended to read:



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1           180.0124 (2) (intro.) To correct a document under sub. (1), a domestic  
2 corporation or foreign corporation shall prepare and deliver to the department  
3 secretary of state for filing articles of correction that satisfy all of the following:

4           **SECTION 124.** 180.0125 (title) of the statutes is amended to read:

5           **180.0125** (title) **Filing duty of ~~department of financial institutions~~**  
6 **secretary of state.**

7           **SECTION 125.** 180.0125 (1) of the statutes is amended to read:

8           180.0125 (1) Upon receipt of a document by the department office of the  
9 secretary of state for filing, the department secretary of state shall stamp or  
10 otherwise endorse the date and time of receipt on the original, the document copy  
11 and, upon request, any additional document copy received. The department  
12 secretary of state shall return any additional document copy to the person delivering  
13 it, as confirmation of the date and time of receipt.

14           **SECTION 126.** 180.0125 (2) (a) of the statutes is amended to read:

15           180.0125 (2) (a) Except as provided in par. (b), if a document satisfies s.  
16 180.0120 and the terms of the document satisfy, if applicable, s. 180.0401 (1) and (2)  
17 or 180.1506 (1) and (2), the department secretary of state shall file the document by  
18 stamping or otherwise endorsing "Filed", together with the department secretary of  
19 state's name, on both the original and the document copy. After filing a document,  
20 the department secretary of state shall deliver the document copy to the domestic  
21 corporation or foreign corporation, or its representative.

22           **SECTION 127.** 180.0125 (2) (b) of the statutes is amended to read:

23           180.0125 (2) (b) If a domestic corporation or foreign corporation is in default  
24 in the payment of any fee required under s. 180.0122 (1) (a) to (j) or (m) to (ym), the  
25 department secretary of state shall refuse to file any document relating to the

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1 domestic corporation or foreign corporation until all delinquent fees are paid by the  
2 domestic corporation or foreign corporation.

3 **SECTION 128.** 180.0125 (3) (a) of the statutes is amended to read:

4 180.0125 (3) (a) If the ~~department~~ secretary of state refuses to file a document,  
5 the ~~department~~ secretary of state shall return it to the domestic corporation or  
6 foreign corporation, or its representative, within 5 business days after the document  
7 was received by the ~~department~~ secretary of state for filing, together with a brief,  
8 written explanation of the reason for the refusal.

9 **SECTION 129.** 180.0125 (3) (b) of the statutes is amended to read:

10 180.0125 (3) (b) The ~~department's~~ secretary of state's failure to either file or  
11 return a document within 5 business days after it was received constitutes a refusal  
12 to file the document.

13 **SECTION 130.** 180.0125 (3) (c) of the statutes is amended to read:

14 180.0125 (3) (c) Except as provided in s. 180.0124 (3), if a document that had  
15 been refused for filing by the ~~department~~ secretary of state is resubmitted and filed  
16 by the ~~department~~ secretary of state, the effective date of the filed document under  
17 s. 180.0123 is the date that the resubmitted document is received by the ~~department~~  
18 office of the secretary of state for filing or a delayed effective date specified in the  
19 resubmitted document in accordance with s. 180.0123 (2). The effective time of the  
20 resubmitted document shall be determined under s. 180.0123 (1) or (2), whichever  
21 is applicable.

22 **SECTION 131.** 180.0125 (4) (intro.) of the statutes is amended to read:

23 180.0125 (4) (intro.) Except as provided in s. 180.0203 (2), the ~~department's~~  
24 secretary of state's filing of a document or refusal to file a document does not do any  
25 of the following:

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1           **SECTION 132.** 180.0126 of the statutes is amended to read:

2           **180.0126** (title) ~~Appeal from department of financial institutions'~~  
3           **secretary of state's refusal to file document.** (1) If the department secretary  
4           of state refuses to file a document received by his or her office for filing, the domestic  
5           corporation or foreign corporation may appeal the refusal by filing a petition in  
6           circuit court to compel the ~~department~~ secretary of state to file the document. The  
7           domestic corporation or foreign corporation shall file the petition in the circuit court  
8           for the county where the domestic corporation's or foreign corporation's principal  
9           office or, if none in this state, its registered office is or will be located. The domestic  
10          corporation or foreign corporation shall attach to the petition the document and any  
11          explanation by the ~~department~~ secretary of state of the reasons for the refusal to file.

12          (2) The domestic corporation or foreign corporation shall file the petition under  
13          sub. (1) within 30 days after the ~~department~~ secretary of state returns the document  
14          under s. 180.0125 (3) (a). If the ~~department~~ secretary of state does not return the  
15          document within the period specified in s. 180.0125 (3) (b), the domestic corporation  
16          or foreign corporation shall file the petition within 30 days after the period specified  
17          in s. 180.0125 (3) (b) expires.

18          (3) The court may summarily order the ~~department~~ secretary of state to file the  
19          document or take other action that the court considers appropriate. The court's final  
20          decision may be appealed as in other civil proceedings.

21          **SECTION 133.** 180.0127 of the statutes is amended to read:

22          **180.0127 Evidentiary effect of copy of filed document.** A certified copy  
23          of a document filed by the ~~department~~ secretary of state is conclusive evidence that  
24          the original document is on file with the ~~department~~ secretary of state.

25          **SECTION 134.** 180.0128 (1) of the statutes is amended to read:

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1           180.0128 (1) Any person may obtain from the department secretary of state,  
2 upon request, a certificate of status for a domestic corporation or foreign corporation.

3           **SECTION 135.** 180.0128 (2) (b) 3. of the statutes is amended to read:

4           180.0128 (2) (b) 3. The domestic corporation or foreign corporation has, during  
5 its most recently completed report year, filed with the department secretary of state  
6 an annual report required by s. 180.1622, or, if a service corporation, by s. 180.1921.

7           **SECTION 136.** 180.0128 (3) of the statutes is amended to read:

8           180.0128 (3) The certificate of status may include other facts of record in the  
9 department secretary of state that are requested.

10          **SECTION 137.** 180.0128 (4) of the statutes is amended to read:

11          180.0128 (4) Upon request, the department secretary of state shall issue, by  
12 telegraph, teletype, facsimile or other form of wire or wireless communication, a  
13 statement of status, which shall contain the information required in a certificate of  
14 status under sub. (2) and may contain any other information permitted under sub.  
15 (3).

16          **SECTION 138.** 180.0128 (5) of the statutes is amended to read:

17          180.0128 (5) Subject to any qualification stated in a certificate or statement of  
18 status issued by the department secretary of state, the certificate or statement is  
19 conclusive evidence that the domestic corporation or foreign corporation is in  
20 existence or is authorized to transact business in this state.

21          **SECTION 139.** 180.0128 (6) of the statutes is amended to read:

22          180.0128 (6) Upon request by telephone or otherwise, the department  
23 secretary of state shall confirm, by telephone, any of the information required in a  
24 certificate of status under sub. (2) and may confirm any other information permitted  
25 under sub. (3).

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1           **SECTION 140.** 180.0129 (1) of the statutes is amended to read:

2           180.0129 (1) A person may not sign a document with intent that it be delivered  
3 to the ~~department~~ secretary of state for filing or deliver, or cause to be delivered, a  
4 document to the ~~department~~ secretary of state for filing, if the person knows that the  
5 document is false in any material respect at the time of its delivery.

6           **SECTION 141.** 180.0203 (2) of the statutes is amended to read:

7           180.0203 (2) The ~~department's~~ secretary of state's filing of the articles of  
8 incorporation is conclusive proof that the corporation is incorporated under this  
9 chapter, except in a proceeding by the state to cancel or revoke the incorporation or  
10 involuntarily dissolve the corporation.

11           **SECTION 142.** 180.0401 (2) (a) (intro.) of the statutes is amended to read:

12           180.0401 (2) (a) (intro.) Except as provided in subs. (3) and (4), the corporate  
13 name of a domestic corporation must be distinguishable upon the records of the  
14 ~~department~~ secretary of state from all of the following names:

15           **SECTION 143.** 180.0401 (3) (intro.) of the statutes is amended to read:

16           180.0401 (3) (intro.) A corporation may apply to the ~~department~~ secretary of  
17 state for authorization to use a name that is not distinguishable upon the records of  
18 the ~~department~~ secretary of state from one or more of the names described in sub.  
19 (2). The ~~department~~ secretary of state shall authorize use of the name applied for  
20 if any of the following occurs:

21           **SECTION 144.** 180.0401 (3) (a) of the statutes is amended to read:

22           180.0401 (3) (a) The other corporation or the foreign corporation, limited  
23 liability company, nonstock corporation, limited partnership, limited liability  
24 partnership or cooperative association consents to the use in writing and submits an  
25 undertaking in a form satisfactory to the ~~department~~ secretary of state to change its

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1 name to a name that is distinguishable upon the records of the ~~department~~ secretary  
2 of state from the name of the applicant.

3 **SECTION 145.** 180.0401 (3) (b) of the statutes is amended to read:

4 180.0401 (3) (b) The applicant delivers to the ~~department~~ secretary of state a  
5 certified copy of a final judgment of a court of competent jurisdiction establishing the  
6 applicant's right to use the name applied for in this state.

7 **SECTION 146.** 180.0402 of the statutes is amended to read:

8 **180.0402 Reserved name. (1)** A person may reserve the exclusive use of a  
9 corporate name, including a fictitious name for a foreign corporation whose corporate  
10 name is not available, by delivering an application to the ~~department~~ secretary of  
11 state for filing or by making a telephone application. The application shall include  
12 the name and address of the applicant and the name proposed to be reserved. If the  
13 ~~department~~ secretary of state finds that the corporate name applied for under this  
14 subsection is available, the ~~department~~ secretary of state shall reserve the name for  
15 the applicant's exclusive use for a 120-day period, which may be renewed by the  
16 applicant or a transferee under sub. (2) from time to time. If an application to reserve  
17 a name or to renew a reserved name is made by telephone, the ~~department~~ secretary  
18 of state shall cancel the reservation or renewal if the ~~department~~ secretary of state  
19 does not receive the fee required under s. 180.0122 (1) (e) or (f) within 15 business  
20 days after the application is made.

21 **(2)** A person who has the right to exclusive use of a reserved corporate name  
22 under sub. (1) may transfer the reservation to another person by delivering to the  
23 ~~department~~ secretary of state a written and signed notice of the transfer that states  
24 the name and address of the transferee.

25 **SECTION 147.** 180.0403 (1) (a) of the statutes is amended to read:

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1           180.0403 (1) (a) A foreign corporation may register its corporate name if the  
2 name is distinguishable upon the records of the ~~department~~ secretary of state from  
3 the names described in s. 180.1506 (2) (a) 1. to 7. and if the foreign corporation  
4 delivers to the ~~department~~ secretary of state for filing an application complying with  
5 par. (b).

6           **SECTION 148.** 180.0403 (1) (c) of the statutes is amended to read:

7           180.0403 (1) (c) The registration expires December 31. The foreign corporation  
8 may renew its registration by delivering to the ~~department~~ secretary of state for  
9 filing a renewal application, which complies with par. (b), between October 1 and  
10 December 31 of each year that the registration is in effect. The renewal application  
11 when filed renews the registration for the next year.

12           **SECTION 149.** 180.0403 (2) of the statutes is amended to read:

13           180.0403 (2) A domestic corporation or a foreign corporation authorized to  
14 transact business in this state may, upon merger, change of name or dissolution,  
15 register its corporate name for no more than 10 years by delivering to the ~~department~~  
16 secretary of state for filing an application, executed by the domestic corporation or  
17 foreign corporation, simultaneously with the delivery for filing of the articles of  
18 merger or dissolution, the articles of amendment or restated articles that change the  
19 corporate name or an application for an amended certificate of authority that  
20 changes the corporate name.

21           **SECTION 150.** 180.0403 (3m) of the statutes is amended to read:

22           180.0403 (3m) A person who has the right to exclusive use of a registered name  
23 under sub. (1) or (2) may transfer the registration to another person by delivering to  
24 the ~~department~~ secretary of state a written and signed notice of the transfer that  
25 states the name and address of the transferee.

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1           **SECTION 151.** 180.0502 (1) (a) of the statutes is amended to read:

2           180.0502 (1) (a) Delivering to the department secretary of state for filing a  
3 statement of change.

4           **SECTION 152.** 180.0502 (1) (c) of the statutes is amended to read:

5           180.0502 (1) (c) If a domestic corporation, including the name of its registered  
6 agent and the street address of its registered office, as changed, in its annual report  
7 under s. 180.1622 or 180.1921. A change under this paragraph is effective on the date  
8 the annual report is filed by the department secretary of state.

9           **SECTION 153.** 180.0502 (3) of the statutes is amended to read:

10          180.0502 (3) If a registered agent changes the street address of his or her  
11 business office, he or she may change the street address of the registered office of any  
12 corporation for which he or she is the registered agent by notifying the corporation  
13 in writing of the change and by signing, either manually or in facsimile, and  
14 delivering to the department secretary of state for filing a statement that complies  
15 with sub. (2) and recites that the corporation has been notified of the change.

16          **SECTION 154.** 180.0503 (1) (intro.) of the statutes is amended to read:

17          180.0503 (1) (intro.) The registered agent of a corporation may resign by  
18 signing and delivering to the department secretary of state for filing a statement of  
19 resignation that includes all of the following information:

20          **SECTION 155.** 180.0503 (2) of the statutes is amended to read:

21          180.0503 (2) After filing the statement, the department secretary of state shall  
22 mail a copy to the corporation at its principal office.

23          **SECTION 156.** 180.0503 (3) (a) of the statutes is amended to read:

24          180.0503 (3) (a) Sixty days after the department secretary of state receives the  
25 statement of resignation for filing.



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1           **SECTION 157.** 180.0504 (3) (a) of the statutes is amended to read:

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

8           **SECTION 158.** 180.0504 (3) (b) of the statutes is amended to read:

9           180.0504 (3) (b) If a process, notice or demand is served by the ~~department~~  
10 secretary of state on a corporation under s. 180.1421 and the address of the  
11 corporation's principal office cannot be determined from the records of the  
12 ~~department~~ secretary of state, the corporation may be served by publishing a class  
13 2 notice, under ch. 985, in the official state newspaper.

14           **SECTION 159.** 180.0602 (2) (intro.) of the statutes is amended to read:

15           180.0602 (2) (intro.) Before issuing any shares of a class or series under sub.  
16 (1), the corporation shall deliver to the ~~department~~ secretary of state for filing  
17 articles of amendment, which are effective without shareholder action, that include  
18 all of the following information:

19           **SECTION 160.** 180.0602 (3) of the statutes is amended to read:

20           180.0602 (3) After the articles of amendment are filed under sub. (2) and before  
21 the corporation issues any shares of the class or series that is the subject of the  
22 articles of amendment, the board of directors may alter or revoke any preferences,  
23 limitations or relative rights described in the articles of amendment, by adopting  
24 another resolution appropriate for that purpose. The corporation shall file with the  
25 ~~department~~ secretary of state revised articles of amendment that comply with sub.

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1 (2). A preference, limitation or relative right may not be altered or revoked after the  
2 issuance of any shares of the class or series that are subject to the preference,  
3 limitation or relative right, except by amendment of the articles of incorporation  
4 under s. 180.1003.

5 **SECTION 161.** 180.0620 (1) (b) of the statutes is amended to read:

6 180.0620 (1) (b) Unless the subscription agreement provides otherwise, the  
7 filing of the articles of incorporation by the ~~department~~ secretary of state constitutes  
8 acceptance by the corporation of all existing subscriptions to its shares.

9 **SECTION 162.** 180.0631 (3) (b) (intro.) of the statutes is amended to read:

10 180.0631 (3) (b) (intro.) If the articles of incorporation prohibit the reissuance  
11 of acquired shares, the number of authorized shares is reduced by the number of  
12 shares acquired by the corporation, effective upon amendment of the articles of  
13 incorporation, except in the case of an investment company that has authorized an  
14 indefinite number of shares. The board of directors may adopt articles of amendment  
15 under this paragraph without shareholder action and deliver them to the  
16 ~~department~~ secretary of state for filing. The articles shall include all of the following  
17 information:

18 **SECTION 163.** 180.0860 (1) of the statutes is amended to read:

19 180.0860 (1) Whenever initial directors and principal officers are selected, or  
20 changes are made in the directors or principal officers of a corporation, the  
21 corporation may file with the ~~department~~ secretary of state a statement that  
22 includes the names and addresses of all the directors or principal officers, or both if  
23 there have been changes in both. The information in the statement shall be current  
24 as of the date on which the statement is signed on behalf of the corporation.

25 **SECTION 164.** 180.0860 (2) of the statutes is amended to read:

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1           180.0860 (2) A director who resigns under s. 180.0807 or a principal officer who  
2 resigns under s. 180.0843 (1) may file a copy of the resignation notice with the  
3 ~~department~~ secretary of state.

4           **SECTION 165.** 180.1002 (4) of the statutes is amended to read:

5           180.1002 (4) To delete the name and address of a former registered agent or  
6 registered office, if a statement of change is on file with the ~~department~~ secretary of  
7 state.

8           **SECTION 166.** 180.1006 (intro.) of the statutes is amended to read:

9           **180.1006 Articles of amendment.** (intro.) A corporation amending its  
10 articles of incorporation shall deliver to the ~~department~~ secretary of state for filing  
11 articles of amendment that include all of the following information:

12           **SECTION 167.** 180.1007 (4) (intro.) of the statutes is amended to read:

13           180.1007 (4) (intro.) A corporation restating its articles of incorporation shall  
14 deliver to the ~~department~~ secretary of state for filing articles of restatement that  
15 include the name of the corporation and the text of the restated articles of  
16 incorporation together with a certificate including the following information:

17           **SECTION 168.** 180.1008 (2) (intro.) of the statutes is amended to read:

18           180.1008 (2) (intro.) The persons designated by the court shall deliver to the  
19 ~~department~~ secretary of state for filing articles of amendment that include all of the  
20 following information:

21           **SECTION 169.** 180.1104 (4) of the statutes is amended to read:

22           180.1104 (4) The parent may not deliver articles of merger to the ~~department~~  
23 secretary of state for filing until at least 30 days after the date on which it mailed a  
24 copy of the plan of merger to each shareholder of the subsidiary who did not waive  
25 the mailing requirement.

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1           **SECTION 170.** 180.1105 (1) (intro.) of the statutes is amended to read:

2           180.1105 **(1)** (intro.) Except as provided in s. 180.1104 (4), after a plan of  
3 merger or share exchange is approved by the shareholders, or adopted by the board  
4 of directors if shareholder approval is not required, the surviving or acquiring  
5 corporation shall deliver to the ~~department~~ secretary of state for filing articles of  
6 merger or share exchange setting forth all of the following:

7           **SECTION 171.** 180.1107 (3) (a) of the statutes is amended to read:

8           180.1107 **(3)** (a) When a merger or share exchange under this section takes  
9 effect, the ~~department~~ secretary of state is the agent of the surviving foreign  
10 corporation of a merger or the acquiring foreign corporation in a share exchange, for  
11 service of process in a proceeding to enforce any obligation or the rights of dissenting  
12 shareholders of each domestic corporation that is party to the merger or share  
13 exchange.

14           **SECTION 172.** 180.1401 (2) (intro.) of the statutes is amended to read:

15           180.1401 **(2)** (intro.) At any time after dissolution is authorized under sub. (1),  
16 the corporation may dissolve by delivering to the ~~department~~ secretary of state for  
17 filing articles of dissolution that include all of the following:

18           **SECTION 173.** 180.1403 (1) (intro.) of the statutes is amended to read:

19           180.1403 **(1)** (intro.) At any time after dissolution is authorized under s.  
20 180.1402, the corporation may dissolve by delivering to the ~~department~~ secretary of  
21 state for filing articles of dissolution that include all of the following:

22           **SECTION 174.** 180.1404 (3) (intro.) of the statutes is amended to read:

23           180.1404 **(3)** (intro.) After the revocation of dissolution is authorized, the  
24 corporation may revoke the dissolution by delivering to the ~~department~~ secretary of

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1 state for filing articles of revocation of dissolution, together with a copy of its articles  
2 of dissolution, that include all of the following:

3 **SECTION 175.** 180.1420 (intro.) of the statutes is amended to read:

4 **180.1420 Grounds for administrative dissolution.** (intro.) The  
5 department secretary of state may bring a proceeding under s. 180.1421 to  
6 administratively dissolve a corporation if any of the following occurs:

7 **SECTION 176.** 180.1420 (1) of the statutes is amended to read:

8 180.1420 (1) The corporation does not pay, within one year after they are due,  
9 any fees or penalties due the department secretary of state under this chapter.

10 **SECTION 177.** 180.1420 (2) of the statutes is amended to read:

11 180.1420 (2) The corporation does not have on file its annual report with the  
12 department secretary of state within one year after it is due.

13 **SECTION 178.** 180.1420 (4) of the statutes is amended to read:

14 180.1420 (4) The corporation does not notify the department secretary of state  
15 within one year that its registered agent or registered office has been changed, that  
16 its registered agent has resigned or that its registered office has been discontinued.

17 **SECTION 179.** 180.1421 (1) of the statutes is amended to read:

18 180.1421 (1) If the department secretary of state determines that one or more  
19 grounds exist under s. 180.1420 for dissolving a corporation, the department  
20 secretary of state shall serve the corporation under s. 180.0504 with written notice  
21 of the determination.

22 **SECTION 180.** 180.1421 (2) of the statutes is amended to read:

23 180.1421 (2) (a) Within 60 days after service of the notice is perfected under  
24 s. 180.0504, the corporation shall correct each ground for dissolution or demonstrate

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1 to the reasonable satisfaction of the ~~department~~ secretary of state that each ground  
2 determined by the ~~department~~ secretary of state does not exist.

3 (b) If the corporation fails to satisfy par. (a), the ~~department~~ secretary of state  
4 shall administratively dissolve the corporation by issuing a certificate of dissolution  
5 that recites each ground for dissolution and its effective date. The ~~department~~  
6 secretary of state shall file the original of the certificate and serve a copy on the  
7 corporation under s. 180.0504.

8 **SECTION 181.** 180.1422 (1) (intro.) of the statutes is amended to read:

9 180.1422 (1) (intro.) A corporation that is administratively dissolved may  
10 apply to the ~~department~~ secretary of state for reinstatement within 2 years after the  
11 later of January 1, 1991, or the effective date of dissolution. The application shall  
12 include all of the following:

13 **SECTION 182.** 180.1422 (2) (a) (intro.) of the statutes is amended to read:

14 180.1422 (2) (a) (intro.) The ~~department~~ secretary of state shall cancel the  
15 certificate of dissolution and prepare a certificate of reinstatement that complies  
16 with par. (b) if the ~~department~~ secretary of state determines all of the following:

17 **SECTION 183.** 180.1422 (2) (a) 2. of the statutes is amended to read:

18 180.1422 (2) (a) 2. That all fees and penalties owed by the corporation to the  
19 ~~department~~ secretary of state have been paid.

20 **SECTION 184.** 180.1422 (2) (b) of the statutes is amended to read:

21 180.1422 (2) (b) The certificate of reinstatement shall state the department's  
22 secretary of state's determination under par. (a) and the effective date of  
23 reinstatement. The ~~department~~ secretary of state shall file the original of the  
24 certificate and return a copy to the corporation or its representative.

25 **SECTION 185.** 180.1423 (1) of the statutes is amended to read:

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1           180.1423 (1) If the department secretary of state denies a corporation's  
2 application for reinstatement under s. 180.1422, the department secretary of state  
3 shall serve the corporation under s. 180.0504 with a written notice that explains each  
4 reason for denial.

5           **SECTION 186.** 180.1423 (2) of the statutes is amended to read:

6           180.1423 (2) The corporation may appeal the denial of reinstatement to the  
7 circuit court for the county where the corporation's principal office or, if none in this  
8 state, its registered office is located, within 30 days after service of the notice of denial  
9 is perfected. The corporation shall appeal by petitioning the court to set aside the  
10 dissolution and attaching to the petition copies of the department's secretary of  
11 state's certificate of dissolution, the corporation's application for reinstatement and  
12 the department's secretary of state's notice of denial.

13           **SECTION 187.** 180.1423 (3) of the statutes is amended to read:

14           180.1423 (3) The court may order the department secretary of state to reinstate  
15 the dissolved corporation or may take other action that the court considers  
16 appropriate.

17           **SECTION 188.** 180.1433 (1) of the statutes is amended to read:

18           180.1433 (1) If after a hearing the court determines that one or more grounds  
19 for judicial dissolution described in s. 180.1430 exist, it may enter a decree dissolving  
20 the corporation and specifying the effective date of the dissolution. The clerk of the  
21 court shall deliver a certified copy of the decree to the department secretary of state  
22 for filing.

23           **SECTION 189.** 180.1501 (1) of the statutes is amended to read:

24           180.1501 (1) A foreign corporation may not transact business in this state until  
25 it obtains a certificate of authority from the department secretary of state.

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1           **SECTION 190.** 180.1502 (5) (b) of the statutes is amended to read:

2           180.1502 **(5)** (b) The foreign corporation shall pay the amount owed under par.  
3 (a) to the ~~department~~ secretary of state, and the ~~department~~ secretary of state may  
4 not issue a certificate of authority to the foreign corporation until the amount owed  
5 is paid. The attorney general may enforce a foreign corporation's obligation to pay  
6 to the ~~department~~ secretary of state any amount owed under this subsection.

7           **SECTION 191.** 180.1503 (1) (intro.) of the statutes is amended to read:

8           180.1503 **(1)** (intro.) A foreign corporation may apply for a certificate of  
9 authority to transact business in this state by delivering an application to the  
10 ~~department~~ secretary of state for filing. The application shall set forth all of the  
11 following:

12           **SECTION 192.** 180.1503 (1) (j) of the statutes is amended to read:

13           180.1503 **(1)** (j) The proportion of its capital which is represented in this state  
14 by its property to be located or to be acquired in this state and by its business to be  
15 transacted in this state. The proportion of capital employed in this state shall be  
16 computed by taking the estimate of the gross business of the foreign corporation to  
17 be transacted in this state in the following year and adding the same to the value of  
18 its property to be located or to be acquired in the state. The sum so obtained shall  
19 be the numerator of a fraction of which the denominator shall consist of the estimate  
20 of its total gross business for said year added to the value of its entire property. The  
21 fraction so obtained shall represent the proportion of the capital within the state.  
22 For the purposes of this section, the estimate of the business to be transacted and the  
23 property to be located or to be acquired in the state shall cover the period when it is  
24 estimated the foreign corporation will commence business in this state to and  
25 including December 31 of that year. The ~~department~~ secretary of state may demand,



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1 as a condition precedent to issuing a certificate of authority, such further information  
2 and statements as the ~~department~~ secretary of state considers proper in order to  
3 determine the accuracy of the application submitted under this section.

4 **SECTION 193.** 180.1504 (1) (intro.) of the statutes is amended to read:

5 180.1504 (1) (intro.) A foreign corporation authorized to transact business in  
6 this state shall obtain an amended certificate of authority from the ~~department~~  
7 secretary of state if it changes any of the following:

8 **SECTION 194.** 180.1506 (1) of the statutes is amended to read:

9 180.1506 (1) If the corporate name of a foreign corporation is not available  
10 under sub. (2), the foreign corporation, to obtain or maintain a certificate of authority  
11 to transact business in this state, may use a fictitious name to transact business in  
12 this state if it delivers to the ~~department~~ secretary of state for filing a copy of the  
13 resolution of its board of directors, certified by any of its officers, adopting the  
14 fictitious name.

15 **SECTION 195.** 180.1506 (2) (a) (intro.) of the statutes is amended to read:

16 180.1506 (2) (a) (intro.) Except as authorized by sub. (3) or (4), the corporate  
17 name, including a fictitious name, of a foreign corporation must be distinguishable  
18 upon the records of the ~~department~~ secretary of state from all of the following names:

19 **SECTION 196.** 180.1506 (3) of the statutes is amended to read:

20 180.1506 (3) A foreign corporation may apply to the ~~department~~ secretary of  
21 state for authorization to use in this state a name that is not distinguishable upon  
22 the records of the ~~department~~ secretary of state from one or more of the names  
23 described in sub. (2). The ~~department~~ secretary of state shall authorize use of the  
24 name applied for if any of the following occurs:

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1           (a) The other foreign corporation or the domestic corporation, limited liability  
2 company, nonstock corporation, limited partnership, limited liability partnership or  
3 cooperative association consents to the use in writing and submits an undertaking  
4 in a form satisfactory to the ~~department~~ secretary of state to change its name to a  
5 name that is distinguishable upon the records of the ~~department~~ secretary of state  
6 from the name of the applicant.

7           (b) The applicant delivers to the ~~department~~ secretary of state a certified copy  
8 of a final judgment of a court of competent jurisdiction establishing the applicant's  
9 right to use the name applied for in this state.

10           **SECTION 197.** 180.1508 (1) (intro.) of the statutes is amended to read:

11           180.1508 (1) (intro.) A foreign corporation authorized to transact business in  
12 this state may change its registered office or registered agent, or both, by delivering  
13 to the ~~department~~ secretary of state for filing a statement of change that, except as  
14 provided in sub. (2), includes all of the following:

15           **SECTION 198.** 180.1508 (2) of the statutes is amended to read:

16           180.1508 (2) If a registered agent changes the street address of his or her  
17 business office, he or she may change the street address of the registered office of any  
18 foreign corporation for which he or she is the registered agent by notifying the foreign  
19 corporation in writing of the change and by signing, either manually or in facsimile,  
20 and delivering to the ~~department~~ secretary of state for filing a statement of change  
21 that complies with sub. (1) and recites that the foreign corporation has been notified  
22 of the change.

23           **SECTION 199.** 180.1509 (1) (intro.) of the statutes is amended to read:

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1           180.1509 (1) (intro.) The registered agent of a foreign corporation may resign  
2 by signing and delivering to the ~~department~~ secretary of state for filing a statement  
3 of resignation that includes all of the following information:

4           **SECTION 200.** 180.1509 (2) of the statutes is amended to read:

5           180.1509 (2) After filing the statement, the ~~department~~ secretary of state shall  
6 mail a copy to the foreign corporation at its principal office.

7           **SECTION 201.** 180.1509 (3) (a) of the statutes is amended to read:

8           180.1509 (3) (a) Sixty days after the ~~department~~ secretary of state receives the  
9 statement of resignation for filing.

10          **SECTION 202.** 180.1510 (4) (a) (intro.) of the statutes is amended to read:

11          180.1510 (4) (a) (intro.) With respect to a foreign corporation described in sub.  
12 (2) or (3), the foreign corporation may be served by registered or certified mail, return  
13 receipt requested, addressed to the foreign corporation at its principal office as  
14 shown on the records of the ~~department~~ secretary of state, except as provided in par.  
15 (b). Service is perfected under this paragraph at the earliest of the following:

16          **SECTION 203.** 180.1510 (4) (b) 1. of the statutes is amended to read:

17          180.1510 (4) (b) 1. Except as provided in subd. 2., if the address of the foreign  
18 corporation's principal office cannot be determined from the records of the  
19 ~~department~~ secretary of state, the foreign corporation may be served by publishing  
20 a class 3 notice, under ch. 985, in the community where the foreign corporation's  
21 principal office or registered office, as most recently designated in the records of the  
22 ~~department~~ secretary of state, is located.

23          **SECTION 204.** 180.1510 (4) (b) 2. of the statutes is amended to read:

24          180.1510 (4) (b) 2. If a process, notice or demand is served by the ~~department~~  
25 secretary of state on a foreign corporation under s. 180.1531 and the address of the

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1 foreign corporation's principal office cannot be determined from the records of the  
2 department secretary of state, the foreign corporation may be served by publishing  
3 a class 2 notice, under ch. 985, in the official state newspaper.

4 **SECTION 205.** 180.1520 (1) of the statutes is amended to read:

5 180.1520 (1) A foreign corporation authorized to transact business in this state  
6 may not withdraw from this state until it obtains a certificate of withdrawal from the  
7 department secretary of state.

8 **SECTION 206.** 180.1520 (2) (intro.) of the statutes is amended to read:

9 180.1520 (2) (intro.) A foreign corporation authorized to transact business in  
10 this state may apply for a certificate of withdrawal by delivering an application to  
11 the department secretary of state for filing. The application shall include all of the  
12 following:

13 **SECTION 207.** 180.1520 (2) (e) of the statutes is amended to read:

14 180.1520 (2) (e) A commitment to notify the department secretary of state in  
15 the future of any change in the mailing address of its principal office.

16 **SECTION 208.** 180.1530 (1) (intro.) of the statutes is amended to read:

17 180.1530 (1) (intro.) Except as provided in sub. (1m), the department secretary  
18 of state may bring a proceeding under s. 180.1531 to revoke the certificate of  
19 authority of a foreign corporation authorized to transact business in this state if any  
20 of the following applies:

21 **SECTION 209.** 180.1530 (1) (a) of the statutes is amended to read:

22 180.1530 (1) (a) The foreign corporation fails to file its annual report with the  
23 department secretary of state within 4 months after it is due.

24 **SECTION 210.** 180.1530 (1) (b) of the statutes is amended to read:

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1           180.1530 (1) (b) The foreign corporation does not pay, within 4 months after  
2 they are due, any fees or penalties due the department secretary of state under this  
3 chapter.

4           **SECTION 211.** 180.1530 (1) (d) of the statutes is amended to read:

5           180.1530 (1) (d) The foreign corporation does not inform the department  
6 secretary of state under s. 180.1508 or 180.1509 that its registered agent or  
7 registered office has changed, that its registered agent has resigned or that its  
8 registered office has been discontinued, within 6 months of the change, resignation  
9 or discontinuance.

10          **SECTION 212.** 180.1530 (1) (f) of the statutes is amended to read:

11          180.1530 (1) (f) The department secretary of state receives a duly  
12 authenticated certificate from the secretary of state or other official having custody  
13 of corporate records in the state or country under whose law the foreign corporation  
14 is incorporated stating that it has been dissolved or disappeared as the result of a  
15 merger.

16          **SECTION 213.** 180.1530 (1m) of the statutes is amended to read:

17          180.1530 (1m) If the department secretary of state receives a certificate under  
18 sub. (1) (f) and a statement by the foreign corporation that the certificate is submitted  
19 by the foreign corporation to terminate its authority to transact business in this  
20 state, the department secretary of state shall issue a certificate of revocation under  
21 s. 180.1531 (2) (b).

22          **SECTION 214.** 180.1530 (2) of the statutes is amended to read:

23          180.1530 (2) A court may revoke under s. 946.87 the certificate of authority of  
24 a foreign corporation authorized to transact business in this state. The court shall

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1 notify the ~~department~~ secretary of state of the action, and the ~~department~~ secretary  
2 of state shall issue a certificate of revocation under s. 180.1531 (2) (b).

3 **SECTION 215.** 180.1531 (1) of the statutes is amended to read:

4 180.1531 (1) If the ~~department~~ secretary of state determines that one or more  
5 grounds exist under s. 180.1530 (1) for revocation of a certificate of authority, the  
6 ~~department~~ secretary of state shall serve the foreign corporation under s. 180.1510  
7 with written notice of the determination.

8 **SECTION 216.** 180.1531 (2) (a) of the statutes is amended to read:

9 180.1531 (2) (a) Within 60 days after service of the notice is perfected under  
10 s. 180.1510, the foreign corporation shall correct each ground for revocation or  
11 demonstrate to the reasonable satisfaction of the ~~department~~ secretary of state that  
12 each ground determined by the ~~department~~ secretary of state does not exist.

13 **SECTION 217.** 180.1531 (2) (b) of the statutes is amended to read:

14 180.1531 (2) (b) If the foreign corporation fails to satisfy par. (a), the  
15 ~~department~~ secretary of state may revoke the foreign corporation's certificate of  
16 authority by issuing a certificate of revocation that recites each ground for revocation  
17 and its effective date. The ~~department~~ secretary of state shall file the original of the  
18 certificate and serve a copy on the foreign corporation under s. 180.1510.

19 **SECTION 218.** 180.1531 (2) (c) 1. (intro.) of the statutes is amended to read:

20 180.1531 (2) (c) 1. (intro.) If a foreign corporation's certificate of authority is  
21 revoked after December 31, 1991, the ~~department~~ secretary of state shall reinstate  
22 the certificate of authority if the foreign corporation does all of the following within  
23 the later of October 4, 1993 or 6 months after the effective date of the certificate of  
24 revocation:

25 **SECTION 219.** 180.1531 (2) (c) 1. b. of the statutes is amended to read:

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1           180.1531 (2) (c) 1. b. Pays any fees or penalties due the department secretary  
2 of state under s. 180.1502 (5) (a) or \$5,000, whichever is less.

3           **SECTION 220.** 180.1531 (4) of the statutes is amended to read:

4           180.1531 (4) If the department secretary of state or a court revokes a foreign  
5 corporation's certificate of authority, the foreign corporation may be served under s.  
6 180.1510 (3) and (4) or the foreign corporation's registered agent may be served until  
7 the registered agent's authority is terminated, in any civil, criminal, administrative  
8 or investigatory proceeding based on a cause of action which arose while the foreign  
9 corporation was authorized to transact business in this state.

10          **SECTION 221.** 180.1532 (1) of the statutes is amended to read:

11          180.1532 (1) A foreign corporation may appeal the department's secretary of  
12 state's revocation of its certificate of authority under s. 180.1530 (1) to the circuit  
13 court for the county where the foreign corporation's principal office or, if none in this  
14 state, its registered office is located, within 30 days after service of the certificate of  
15 revocation is perfected under s. 180.1510. The foreign corporation shall appeal by  
16 petitioning the court to set aside the revocation and attaching to the petition copies  
17 of its certificate of authority and the department's secretary of state's certificate of  
18 revocation.

19          **SECTION 222.** 180.1532 (2) of the statutes is amended to read:

20          180.1532 (2) The court may order the department secretary of state to reinstate  
21 the certificate of authority or may take any other action that the court considers  
22 appropriate.

23          **SECTION 223.** 180.1622 (title) of the statutes is amended to read:

24          **180.1622 (title) Annual report for department of financial institutions**  
25 **secretary of state.**

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1           **SECTION 224.** 180.1622 (1) (intro.) of the statutes is amended to read:

2           180.1622 (1) (intro.) Except as provided in s. 180.1921, each domestic  
3 corporation and each foreign corporation authorized to transact business in this  
4 state shall file with the ~~department~~ secretary of state an annual report that includes  
5 all of the following information:

6           **SECTION 225.** 180.1622 (1) (i) of the statutes is amended to read:

7           180.1622 (1) (i) With respect to a foreign corporation, the proportion of the  
8 capital represented in this state by its property located and business transacted in  
9 this state during the preceding year. The proportion of capital employed in the state  
10 shall be computed by taking the gross business of the foreign corporation in the state  
11 and adding the same to the value of its property located in the state. The sum so  
12 obtained shall be the numerator of a fraction of which the denominator shall consist  
13 of its total gross business of said year added to the value of its entire property. The  
14 fraction so obtained shall represent the proportion of the capital within the state.  
15 The ~~department~~ secretary of state may demand, as a condition precedent to the filing  
16 of the annual report, such further information and statements as the ~~department~~  
17 secretary of state considers proper in order to determine the accuracy of the report  
18 submitted.

19           **SECTION 226.** 180.1622 (2) of the statutes is amended to read:

20           180.1622 (2) (a) Information in the annual report shall be current as of the date  
21 on which the annual report is executed on behalf of a domestic corporation, except  
22 that the information required by sub. (1) (f) and (g) shall be current as of the close  
23 of the domestic corporation's fiscal year immediately before the date by which the  
24 annual report is required to be delivered to the ~~department~~ secretary of state.



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1 (b) Information in the annual report shall be current as of the date on which  
2 the annual report is executed on behalf of a foreign corporation, except that the  
3 information required by sub. (1) (f) to (i) shall be current as of the date of the close  
4 of the foreign corporation's fiscal year in the 12 months ending on the September 30  
5 immediately before the date by which the annual report is required to be delivered  
6 to the department secretary of state.

7 **SECTION 227.** 180.1622 (3) of the statutes is amended to read:

8 180.1622 (3) (a) A domestic corporation shall deliver its annual report to the  
9 department secretary of state in each year following the calendar year in which the  
10 domestic corporation was incorporated, during the calendar year quarter in which  
11 the anniversary date of the incorporation occurs.

12 (b) A foreign corporation authorized to transact business in this state shall  
13 deliver its annual report to the department secretary of state during the first  
14 calendar quarter of each year following the calendar year in which the foreign  
15 corporation becomes authorized to transact business in this state.

16 **SECTION 228.** 180.1622 (4) of the statutes is amended to read:

17 180.1622 (4) If an annual report does not contain the information required by  
18 this section, the department secretary of state shall promptly notify the reporting  
19 domestic corporation or foreign corporation in writing and return the report to it for  
20 correction. The notice shall comply with s. 180.0141. If the annual report is corrected  
21 to contain the information required by this section and delivered to the department  
22 secretary of state within 30 days after the effective date of the notice under s.  
23 180.0141 (5), the annual report is timely filed.

24 **SECTION 229.** 180.1622 (5) of the statutes is amended to read:

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1           180.1622 (5) An annual report is effective on the date that it is filed by the  
2   department secretary of state.

3           **SECTION 230.** 180.1708 (1) of the statutes is amended to read:

4           180.1708 (1) FILING DUTY; APPEAL. Sections 180.0125 and 180.0126 apply to a  
5   document delivered to the ~~department~~ secretary of state for filing on or after January  
6   1, 1991.

7           **SECTION 231.** 180.1708 (8) (b) of the statutes is amended to read:

8           180.1708 (8) (b) Sections 180.1530 (2) and 180.1531 (2) (b) and (3) to (5) apply  
9   to a judicial revocation under s. 946.87 of which the ~~department~~ secretary of state  
10   is notified under s. 180.1530 (2) on or after January 1, 1991. Section 180.1531 (2) (c)  
11   applies to a revocation based on grounds arising before, on or after January 1, 1991.

12          **SECTION 232.** 180.1909 of the statutes is amended to read:

13          **180.1909 Filing articles of incorporation.** Before commencing operations,  
14   a service corporation shall deliver its articles of incorporation to the ~~department~~  
15   secretary of state for filing.

16          **SECTION 233.** 180.1921 (1) of the statutes is amended to read:

17          180.1921 (1) A service corporation shall deliver to the ~~department~~ office of the  
18   secretary of state for filing a report in each year following the year in which the  
19   service corporation's articles of incorporation were filed by the ~~department~~ secretary  
20   of state, during the calendar year quarter in which the anniversary of the filing  
21   occurs.

22          **SECTION 234.** 180.1921 (2) of the statutes is amended to read:

23          180.1921 (2) The report shall show the address of this service corporation's  
24   principal office and the name and post-office address of each shareholder, director  
25   and officer of the service corporation and shall certify that, with the exceptions

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1 permitted in s. 180.1913, each shareholder, director and officer is licensed, certified,  
2 registered or otherwise legally authorized to render the same professional or other  
3 personal service in this state or is a health care professional. The service corporation  
4 shall prepare the report on forms prescribed and furnished by the department  
5 secretary of state, and the report shall contain no fiscal or other information except  
6 that expressly called for by this section. The department secretary of state shall  
7 forward report blanks by 1st class mail to every service corporation in good standing,  
8 at least 60 days before the date on which the service corporation is required by this  
9 section to file an annual report.

10 **SECTION 235.** 180.1921 (4) of the statutes is amended to read:

11 180.1921 (4) An annual report is effective on the date that it is filed by the  
12 department secretary of state.

13 **SECTION 236.** 181.02 (4m) of the statutes is repealed.

14 **SECTION 237.** 181.06 (3) (intro.) of the statutes is amended to read:

15 181.06 (3) (intro.) Shall not be the same as or deceptively similar to the name  
16 of any corporation, limited liability company, limited liability partnership or limited  
17 partnership existing under any law of this state, or any foreign corporation, foreign  
18 limited liability company, foreign limited liability partnership or foreign limited  
19 partnership authorized to transact business or conduct affairs in this state, or a  
20 name the exclusive right to which is at the time reserved in the manner provided in  
21 this chapter or reserved or registered in the manner provided in ch. 180, except that  
22 this subsection shall not apply if the applicant files with the department secretary  
23 of state either of the following:

24 **SECTION 238.** 181.07 (2) of the statutes is amended to read:

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1           181.07 (2) The reservation shall be made by filing with the department  
2 secretary of state an application to reserve a specified corporate name, executed by  
3 the applicant or making a telephone application to reserve a specified corporate  
4 name. If the department secretary of state finds that the name is available for  
5 corporate use, the department secretary of state shall reserve the same for the  
6 exclusive use of the applicant for a period of 60 days. The department secretary of  
7 state shall cancel the telephone application to reserve a specified corporate name if  
8 the department secretary of state does not receive the proper fee within 15 business  
9 days after the application.

10           **SECTION 239.** 181.07 (3) of the statutes is amended to read:

11           181.07 (3) Any corporation, domestic or foreign entitled to the use of its  
12 corporate name under the laws of this state, may upon merger, consolidation, change  
13 of name or dissolution reserve the exclusive right to that corporate name for a period  
14 of not to exceed 10 years by filing with the department secretary of state an  
15 application to reserve the right to that name, executed by the corporation. This  
16 application shall be filed with the ~~department~~ secretary of state simultaneously with  
17 the filing of articles of merger, consolidation or dissolution or with the filing of  
18 articles of amendment or restated articles which change the corporate name.

19           **SECTION 240.** 181.07 (5) of the statutes is amended to read:

20           181.07 (5) The right to the exclusive use of a specified corporate name so  
21 reserved may be transferred to any other person or corporation by filing with the  
22 ~~department~~ in the office of the secretary of state a notice of such transfer, executed  
23 by the applicant for whom the name was reserved, and specifying the name and  
24 address of the transferee.

25           **SECTION 241.** 181.08 of the statutes is amended to read:

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1           **181.08 Registered agent.** Each corporation shall have and continuously  
2 maintain in this state a registered agent, which agent may be an individual resident  
3 in this state, a domestic corporation organized under this chapter or ch. 180, a  
4 domestic limited liability company or a foreign corporation or foreign limited liability  
5 company authorized to transact business in this state. The name and address of the  
6 registered agent shall be filed with the department secretary of state.

7           **SECTION 242.** 181.09 (1) (intro.) of the statutes is amended to read:

8           181.09 (1) (intro.) A corporation may change its registered agent or the  
9 registered agent's address by executing and filing with the department secretary of  
10 state a statement setting forth:

11           **SECTION 243.** 181.095 (1) (intro.) of the statutes is amended to read:

12           181.095 (1) (intro.) A registered agent may resign by executing and filing with  
13 the department secretary of state a statement in duplicate setting forth:

14           **SECTION 244.** 181.095 (3) of the statutes is amended to read:

15           181.095 (3) The department secretary of state shall note on one of the  
16 duplicates the date of filing and mail the same to the corporation at its principal office  
17 as shown by the statement filed.

18           **SECTION 245.** 181.10 (3) of the statutes is amended to read:

19           181.10 (3) If the address of the corporation's principal office cannot be  
20 determined from the records held by the department of the secretary of state, the  
21 corporation may be served by publishing a class 3 notice, under ch. 985, in the  
22 community where the corporation's principal office or registered office, as most  
23 recently designated in the records of the department secretary of state, is located.

24           **SECTION 246.** 181.265 of the statutes is amended to read:

**SENATE BILL 176****1 181.265 Report of names and addresses of officers or directors.**

2 Whenever initial officers are selected, or changes are made in the principal officers  
3 or directors of a corporation, the corporation may file with the ~~department~~ secretary  
4 of state a report setting forth the names and addresses of all the principal officers or  
5 directors, or both if there have been changes in both.

6 **SECTION 247.** 181.32 (1) of the statutes is amended to read:

7 181.32 (1) The articles of incorporation shall be filed and recorded as provided  
8 in s. 181.67. Duplicate originals of the articles of incorporation shall be submitted  
9 to the ~~department~~ secretary of state. The ~~department~~ secretary of state shall file one  
10 original and forward the other within 5 days to the register of deeds of the county in  
11 which the corporation's principal office is located for recording. On filing an original,  
12 the ~~department~~ secretary of state shall issue a certificate of incorporation.

13 **SECTION 248.** 181.32 (2) of the statutes is amended to read:

14 181.32 (2) Upon issuing a certificate of incorporation, the ~~department~~  
15 secretary of state shall inform the corporation of the reporting requirements under  
16 s. 440.42 for charitable organizations that solicit contributions.

17 **SECTION 249.** 181.38 of the statutes is amended to read:

18 **181.38 Filing of articles of amendment.** The articles of amendment shall  
19 be filed and recorded, and upon filing of the articles, the ~~department~~ secretary of  
20 state may issue a certificate of amendment.

21 **SECTION 250.** 181.39 (2) of the statutes is amended to read:

22 181.39 (2) Restated articles of incorporation shall be executed, filed and  
23 recorded in the manner prescribed in this chapter for articles of amendment and on  
24 filing shall supersede and take the place of the theretofore existing articles of  
25 incorporation and amendments thereto. The ~~department~~ secretary of state shall

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1 upon request certify a copy of the articles of incorporation, or the articles of  
2 incorporation as restated, or any amendments to either thereof.

3 **SECTION 251.** 181.40 of the statutes is amended to read:

4 **181.40 Filing and recording court order under bankruptcy laws.** The  
5 ~~department~~ secretary of state and the register of deeds shall upon delivery to them  
6 respectively file and record in the manner and places and upon payment of fees as  
7 provided in this chapter in respect to articles of amendment, duly certified copies of  
8 any order of a court of the United States in proceedings under the national  
9 bankruptcy laws, if such order effects an amendment to the articles of incorporation.  
10 It shall be the duty of the principal officers of such corporation to cause each such  
11 order to be so filed and recorded promptly after such order has become final.

12 **SECTION 252.** 181.45 (2) of the statutes is amended to read:

13 181.45 (2) Such articles of merger or consolidation shall be filed ~~with the~~  
14 ~~department~~ in the office of the secretary of state and shall be recorded in the offices  
15 of the registers of deeds of the counties of this state in which the respective  
16 corporations so consolidating or merging have their principal offices and in the  
17 county in which the surviving or new corporation is to have its principal office.

18 **SECTION 253.** 181.45 (3) of the statutes is amended to read:

19 181.45 (3) The certificate of merger or consolidation may be issued by the  
20 ~~department~~ secretary of state upon expiration of the period for filing a certificate of  
21 abandonment.

22 **SECTION 254.** 181.46 of the statutes is amended to read:

23 **181.46 Effective date of merger or consolidation; abandonment.** The  
24 merger or consolidation shall be effected upon the filing of the articles of merger or  
25 consolidation, or at such time within 31 days thereafter as is designated in said

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1 articles. If, after the filing of articles of merger or consolidation, the merger or  
2 consolidation is abandoned pursuant to provisions therefor set forth in the plan of  
3 merger or consolidation, there shall be executed by the president or a vice president  
4 and the secretary or an assistant secretary of each corporation, and shall be sealed  
5 with the corporate seal of each corporation, a certificate of abandonment setting forth  
6 the fact and date of such abandonment; and such certificate shall within 30 days of  
7 such abandonment be filed ~~with the department~~ in the office of the secretary of state  
8 and recorded in each office in which such articles of merger or consolidation were  
9 recorded.

10 **SECTION 255.** 181.55 of the statutes is amended to read:

11 **181.55 Filing and recording of articles of dissolution and effect**  
12 **thereof.** The articles of dissolution shall be filed and recorded, and when the articles  
13 are filed the existence of the corporation shall cease, except for the purpose of suits,  
14 other proceedings and appropriate corporate action of members, directors and  
15 officers as provided in this chapter. Upon the filing of the articles, the ~~department~~  
16 secretary of state may issue a certificate of dissolution.

17 **SECTION 256.** 181.561 (intro.) of the statutes is amended to read:

18 **181.561 Grounds for administrative dissolution.** (intro.) The  
19 ~~department~~ secretary of state may bring a proceeding under s. 181.562 to  
20 administratively dissolve a corporation if any of the following occurs:

21 **SECTION 257.** 181.561 (1) of the statutes is amended to read:

22 181.561 (1) The corporation does not pay, within one year after they are due,  
23 any fees or penalties due the ~~department~~ secretary of state under this chapter.

24 **SECTION 258.** 181.561 (2) of the statutes is amended to read:



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1           181.561 (2) The corporation does not have on file its annual report with the  
2           department secretary of state within one year after it is due.

3           **SECTION 259.** 181.561 (4) of the statutes is amended to read:

4           181.561 (4) The corporation does not notify the department secretary of state  
5           within one year that its registered agent or registered office has been changed, that  
6           its registered agent has resigned or that its registered office has been discontinued.

7           **SECTION 260.** 181.562 (1) of the statutes is amended to read:

8           181.562 (1) If the department secretary of state determines that one or more  
9           grounds exist under s. 181.561 for dissolving a corporation, the ~~department~~ secretary  
10          of state shall serve the corporation under s. 181.10 with written notice of the  
11          determination.

12          **SECTION 261.** 181.562 (2) (a) of the statutes is amended to read:

13          181.562 (2) (a) Within 60 days after service of the notice is perfected under s.  
14          181.10 (2), the corporation shall correct each ground for dissolution or demonstrate  
15          to the reasonable satisfaction of the department secretary of state that each ground  
16          determined by the ~~department~~ secretary of state does not exist.

17          **SECTION 262.** 181.562 (2) (b) of the statutes is amended to read:

18          181.562 (2) (b) If the corporation fails to satisfy par. (a), the department  
19          secretary of state shall administratively dissolve the corporation by issuing a  
20          certificate of dissolution that recites each ground for dissolution and its effective  
21          date. The department secretary of state shall file the original of the certificate and  
22          serve a copy on the corporation under s. 181.10.

23          **SECTION 263.** 181.563 (1) (intro.) of the statutes is amended to read:

24          181.563 (1) (intro.) A corporation that is administratively dissolved may apply  
25          to the ~~department~~ secretary of state for reinstatement within 2 years after the later

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1 of January 1, 1994, or the effective date of dissolution. The application shall include  
2 all of the following:

3 **SECTION 264.** 181.563 (2) (a) (intro.) of the statutes is amended to read:

4 181.563 (2) (a) (intro.) The ~~department~~ secretary of state shall cancel the  
5 certificate of dissolution and prepare a certificate of reinstatement that complies  
6 with par. (b) if the ~~department~~ secretary of state determines all of the following:

7 **SECTION 265.** 181.563 (2) (a) 2. of the statutes is amended to read:

8 181.563 (2) (a) 2. That all fees and penalties owed by the corporation to the  
9 ~~department~~ secretary of state have been paid.

10 **SECTION 266.** 181.563 (2) (b) of the statutes is amended to read:

11 181.563 (2) (b) The certificate of reinstatement shall state the ~~department's~~  
12 secretary of state's determination under par. (a) and the effective date of  
13 reinstatement. The ~~department~~ secretary of state shall file the original of the  
14 certificate and serve a copy on the corporation under s. 181.10.

15 **SECTION 267.** 181.564 (1) of the statutes is amended to read:

16 181.564 (1) If the ~~department~~ secretary of state denies a corporation's  
17 application for reinstatement under s. 181.563, the ~~department~~ secretary of state  
18 shall serve the corporation under s. 181.10 with a written notice that explains each  
19 reason for denial.

20 **SECTION 268.** 181.564 (2) of the statutes is amended to read:

21 181.564 (2) The corporation may appeal the denial of reinstatement to the  
22 circuit court for the county where the corporation's principal office or, if none in this  
23 state, its registered office is located, within 30 days after service of the notice of denial  
24 is perfected. The corporation shall appeal by petitioning the court to set aside the  
25 dissolution and attaching to the petition copies of the ~~department's~~ secretary of

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1 state's certificate of dissolution, the corporation's application for reinstatement and  
2 the department's secretary of state's notice of denial.

3 **SECTION 269.** 181.564 (3) of the statutes is amended to read:

4 181.564 (3) The court may order the ~~department~~ secretary of state to reinstate  
5 the dissolved corporation or may take other action that the court considers  
6 appropriate.

7 **SECTION 270.** 181.63 of the statutes is amended to read:

8 **181.63 Filing of decree of dissolution.** In case the court enters a decree  
9 dissolving a corporation the clerk of such court shall cause a certified copy of the  
10 decree to be filed and recorded. Upon the filing of the decree the ~~department~~  
11 secretary of state shall issue a certificate of dissolution. No fee shall be charged for  
12 such filing or recording.

13 **SECTION 271.** 181.651 (2) of the statutes is amended to read:

14 181.651 (2) The annual report shall be made on forms prescribed and furnished  
15 by the department secretary of state, and the information contained in the report  
16 shall be given as of the date of the execution of the report. It shall be executed by the  
17 corporation by its president, a vice president, secretary, assistant secretary, or  
18 treasurer, or, until the first election of officers, by one of its incorporators, or, if the  
19 corporation is in the hands of a receiver or trustee, it shall be executed on behalf of  
20 the corporation by such receiver or trustee.

21 **SECTION 272.** 181.651 (3) of the statutes is amended to read:

22 181.651 (3) The ~~department~~ secretary of state shall forward by 1st class mail  
23 a report form to every corporation in good standing not later than 60 days before the  
24 date on which the corporation is required by this chapter to file an annual report.

25 **SECTION 273.** 181.651 (5) of the statutes is amended to read:

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1           181.651 (5) A corporation shall deliver its annual report to the department  
2 secretary of state in each year following the calendar year in which the corporation  
3 was incorporated, during the calendar year quarter in which the anniversary date  
4 of the incorporation occurs.

5           **SECTION 274.** 181.651 (6) of the statutes is amended to read:

6           181.651 (6) If an annual report does not contain the information required by  
7 this section, the department secretary of state shall promptly notify the reporting  
8 corporation in writing and return the report to it for correction. The notice shall  
9 comply with s. 181.10. If the annual report is corrected to contain the information  
10 required by this section and delivered to the department secretary of state within 30  
11 days after the effective date of the notice determined under s. 181.10 (2), the annual  
12 report is timely filed.

13           **SECTION 275.** 181.651 (7) of the statutes is amended to read:

14           181.651 (7) An annual report is effective on the date that it is filed by the  
15 department secretary of state.

16           **SECTION 276.** 181.66 (2) of the statutes is amended to read:

17           181.66 (2) A foreign corporation conducting its affairs or acquiring, holding or  
18 disposing of property in this state, shall by so doing be deemed to have thereby  
19 appointed the department secretary of state as its agent and representative upon  
20 whom any process, notice or demand may be served in any action or proceeding  
21 arising out of or relating to any affairs conducted or property acquired, held or  
22 disposed of within this state. Service of such process, notice or demand shall be made  
23 by serving a copy upon the department secretary of state or by filing such copy in the  
24 secretary of state's office, and such service shall be sufficient service upon said  
25 foreign corporation, provided that notice of such service and a copy of the process,

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1 notice or demand are within 10 days thereafter sent by mail by the plaintiff to the  
2 defendant at its last-known address, and that the plaintiff's affidavit of compliance  
3 herewith is appended to the process, notice or demand. The department secretary  
4 of state shall keep a record of all such processes, notices and demands which shows  
5 the day and hour of service.

6 **SECTION 277.** 181.667 (intro.) of the statutes is amended to read:

7 **181.667 Recording change of principal office.** (intro.) If a document  
8 submitted to the ~~department~~ secretary of state for filing under this chapter changes  
9 the county of the corporation's principal office:

10 **SECTION 278.** 181.667 (1) of the statutes is amended to read:

11 181.667 (1) An original of the document or a duplicate original certified by the  
12 ~~department~~ secretary of state shall be recorded in each county;

13 **SECTION 279.** 181.667 (3) of the statutes is amended to read:

14 181.667 (3) A certificate prepared by the ~~department~~ secretary of state listing  
15 the type and date of filing of recordable documents previously filed by the corporation  
16 shall be recorded in the county of the new principal office.

17 **SECTION 280.** 181.67 (1) (a) of the statutes is amended to read:

18 181.67 (1) (a) Separate originals of the document for the ~~department~~ secretary  
19 of state and for the register of deeds of each county in which the document is required  
20 to be recorded.

21 **SECTION 281.** 181.67 (1) (b) of the statutes is amended to read:

22 181.67 (1) (b) A check payable to the ~~department~~ secretary of state in the  
23 amount of the filing fee prescribed under s. 181.68.

24 **SECTION 282.** 181.67 (2) (a) of the statutes is amended to read:

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1           181.67 (2) (a) Unless the document does not conform to law, the department  
2 secretary of state shall mark each original "Filed" and the date of filing and shall file  
3 one original.

4           **SECTION 283.** 181.67 (2) (b) of the statutes is amended to read:

5           181.67 (2) (b) The department secretary of state shall forward to each register  
6 of deeds the check under sub. (1) (c) and an original document or duplicate certified  
7 by the department secretary of state, within 5 days of filing.

8           **SECTION 284.** 181.67 (3) of the statutes is amended to read:

9           181.67 (3) (a) Each week the department secretary of state shall forward to  
10 each register of deeds a listing of all documents received during the preceding week  
11 for filing and recording as required under this chapter. For each document, the  
12 listing shall specify the type of document, the name of the corporation, the name of  
13 the county of the corporation's principal office, and the date of filing.

14           (b) The ~~department of financial institutions~~ secretary of state shall forward to  
15 the department of regulation and licensing the name and address of any corporation  
16 filing articles of incorporation under this chapter.

17           **SECTION 285.** 181.67 (4) of the statutes is amended to read:

18           181.67 (4) A document required to be filed and recorded under this chapter is  
19 effective on filing with the department secretary of state, except as provided in s.  
20 181.46. An error or omission in recording the document or a certificate under s.  
21 181.667 (2) with a register of deeds does not affect its effectiveness.

22           **SECTION 286.** 181.67 (5) of the statutes is amended to read:

23           181.67 (5) A document filed with the department secretary of state under this  
24 chapter before May 7, 1982 is effective unless the records of the ~~department~~ secretary  
25 of state show that the document was recognized as ineffective because of a recording

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1 defect and the ~~department~~ secretary of state or the corporation acted in reliance on  
2 the ineffectiveness of the document.

3 **SECTION 287.** 181.67 (6) (a) (intro.) of the statutes is amended to read:

4 181.67 **(6)** (a) (intro.) The ~~department~~ secretary of state may waive any of the  
5 following:

6 **SECTION 288.** 181.67 (6) (a) 2. of the statutes is amended to read:

7 181.67 **(6)** (a) 2. An omission or defect in a document, if the ~~department~~  
8 secretary of state determines from the face of the document that the omission or  
9 defect is immaterial.

10 **SECTION 289.** 181.68 (1) (intro.) of the statutes is amended to read:

11 181.68 **(1)** (intro.) The ~~department~~ secretary of state shall charge and collect  
12 for:

13 **SECTION 290.** 181.68 (1) (b) of the statutes is amended to read:

14 181.68 **(1)** (b) Filing articles of amendment, \$25, except that no fee may be  
15 collected for an amendment showing only a change of address resulting from the  
16 action of a governmental agency if there is no corresponding change in physical  
17 location and if 2 copies of the notice of the action are submitted to the ~~department~~  
18 secretary of state;

19 **SECTION 291.** 181.68 (1) (e) of the statutes is amended to read:

20 181.68 **(1)** (e) Filing statement of change of registered agent or address of  
21 registered agent under s. 181.09 (1), or a statement of resignation of registered agent,  
22 \$10, except that no fee may be collected for a change of address resulting from the  
23 action of a governmental agency if there is no corresponding change in physical  
24 location and if 2 copies of the notice of the action are submitted to the ~~department~~  
25 secretary of state;

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1           **SECTION 292.** 181.68 (1) (f) of the statutes is amended to read:

2           181.68 (1) (f) Receiving service of any process, notice or demand authorized to  
3 be served on the ~~department~~ secretary of state by this chapter, \$10;

4           **SECTION 293.** 181.68 (3) of the statutes is amended to read:

5           181.68 (3) The ~~department~~ secretary of state shall not file any document  
6 relating to any corporation, domestic or foreign, organized under or subject to the  
7 provisions of this chapter, until all fees and charges provided to be paid in connection  
8 therewith shall have been paid to the ~~department~~ secretary of state or while the  
9 corporation is in default in the payment of any fees, charges or penalties herein  
10 provided to be paid by or assessed against it.

11           **SECTION 294.** 181.69 of the statutes is amended to read:

12           **181.69 Penalties for false statements.** Any officer or director or any other  
13 person who shall file or cause to be filed with the ~~department~~ secretary of state on  
14 behalf of any corporation subject to this chapter any certificate, report, statement,  
15 application or any other document required or permitted to be so filed under this  
16 chapter, known to such director, officer or other person to be false or misleading in  
17 any material respect shall be imprisoned in the Wisconsin state prisons not more  
18 than 3 years or in the county jail not more than one year or fined not more than  
19 \$1,000.

20           **SECTION 295.** 181.73 (title) of the statutes is amended to read:

21           **181.73 (title) Appeal from ~~department of financial institutions~~**  
22 **secretary of state.**

23           **SECTION 296.** 181.73 (1) of the statutes is amended to read:

24           181.73 (1) If the ~~department~~ secretary of state finds that any document  
25 required by this chapter to be filed ~~with the department~~ in the secretary of state's



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1 office does not conform to law, the ~~department~~ secretary of state shall, within 10 days  
2 after receipt of the document, give written notice of the decision to the person or  
3 corporation, domestic or foreign, delivering the document, specifying the reasons  
4 therefor. The decision shall be subject to such judicial proceedings as are provided  
5 by law, or such person or corporation, within 60 days after receipt of the notice of  
6 decision, may commence an action against the ~~department~~ secretary of state in the  
7 circuit court of Dane county by filing a summons and a complaint to set aside such  
8 finding. The proceedings shall be had as in other actions and the person or  
9 corporation shall receive a new trial on all issues relating to the ~~department's~~  
10 secretary of state's decision. The trial shall be conducted by the court without a jury,  
11 and the court shall either sustain the action of the ~~department~~ secretary of state or  
12 direct the ~~department~~ secretary of state to take such action as the court deems  
13 proper.

14 **SECTION 297.** 181.74 of the statutes is amended to read:

15 **181.74** (title) **Forms to be furnished by ~~department of financial~~**  
16 **~~institutions~~ secretary of state.** (1) All reports required by this chapter to be filed  
17 ~~with the department~~ in the office of the secretary of state shall be made on forms  
18 prescribed and furnished by the ~~department~~ secretary of state.

19 (2) The ~~department~~ secretary of state may provide such forms for other  
20 documents to be filed ~~with the department~~ in the secretary of state's office under this  
21 chapter that the ~~department~~ secretary of state considers necessary for such purpose  
22 but the use thereof, unless otherwise specifically prescribed in this chapter, shall not  
23 be mandatory.

24 **SECTION 298.** 182.01 (1) of the statutes is repealed.

25 **SECTION 299.** 182.01 (2) of the statutes is amended to read:

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1           182.01 (2) RECORD KEEPING RESPONSIBILITY. The ~~department~~ secretary of state  
2 shall receive and maintain business formation records.

3           **SECTION 300.** 182.01 (3) (intro.) of the statutes is amended to read:

4           182.01 (3) NAME OF DRAFTER ON DOCUMENTS. (intro.) No articles of  
5 incorporation, articles of organization, articles of amendment, articles of merger,  
6 consolidation or share exchange, articles of dissolution, restated articles of  
7 incorporation, certificate of abandonment, or statement or articles of revocation of  
8 voluntary dissolution, provided for pursuant to ch. 180, 181, 183, 185 or 187; no  
9 registration statement, amendment of a registration statement, or written notice of  
10 withdrawal under s. 178.40; and no certificate of limited partnership, certificate of  
11 amendment, restated certificate of limited partnership or certificate of cancellation,  
12 provided for pursuant to ch. 179, shall be filed by the ~~department~~ secretary of state  
13 unless the name of the individual who, or the governmental agency which, drafted  
14 such document is printed, typewritten, stamped or written thereon in a legible  
15 manner. A document complies with this subsection if it contains a statement in the  
16 following form: "This document was drafted by... (Name)". This subsection shall not  
17 apply to a document executed prior to December 1, 1967, or to:

18           **SECTION 301.** 182.01 (4) of the statutes is amended to read:

19           182.01 (4) FURNISH CERTIFIED COPIES; FEES. The ~~department~~ secretary of state  
20 shall make a copy of any resolution, deed, bond, record, document or paper deposited  
21 or kept by the ~~department~~ secretary of state under this section, upon request, attach  
22 a certificate and collect 50 cents per page and \$5 for a certificate; if a copy is not to  
23 be certified and if the reproduction is performed by the ~~department~~ secretary of state,  
24 then collect a fee to cover the actual and necessary cost of reproduction and actual  
25 and necessary cost of transcription required to produce the copy or \$2, whichever is

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1 greater; also to record any document authorized or required by law to be recorded in  
2 the ~~department~~ office of the secretary of state, and to charge a fee of \$1 per page. The  
3 fee for certified copies of certificates of incorporations or amendments, licenses of  
4 foreign corporations, or similar certificates, and for certificates as to results of  
5 searches of the records and files of the ~~department~~ secretary of state, when a printed  
6 form is used, shall be \$5, but when a specially prepared form is required the fee shall  
7 be \$10. Telegraphic reports as to results of record searches shall be \$5 plus the cost  
8 of the telegram. The ~~department~~ secretary of state shall charge and collect for  
9 preparing any record or certificate under this subsection in an expeditious manner,  
10 an expedited service fee of \$25 in addition to the fee otherwise required under this  
11 subsection, except that only one expedited service fee may be charged for multiple  
12 identical corporation or limited partnership certificates of status if the certificates  
13 of status are requested at the same time and issued at the same time.

14 **SECTION 302.** 182.01 (5) of the statutes is amended to read:

15 182.01 (5) CONDITIONAL ACCEPTANCE OF FILING FEES. Before actually filing any  
16 document by making an endorsement on that document, the ~~department~~ secretary  
17 of state may accept and deposit the filing fee submitted with that document upon the  
18 condition that if subsequent examination of the document establishes that it does not  
19 meet the requirements for filing, the fee may be refunded and upon the condition that  
20 if a discrepancy in the amount of the fee is subsequently discovered the ~~department~~  
21 secretary of state may then demand further payment of a shortage or refund an  
22 overpayment subject to s. 20.905 (3).

23 **SECTION 303.** 182.01 (6) of the statutes is amended to read:

24 182.01 (6) DISCRIMINATION BY CORPORATIONS OR LIMITED LIABILITY COMPANIES. If  
25 a complaint is made to the ~~department~~ secretary of state that any corporation or

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1 limited liability company authorized to do business in this state is guilty of  
2 discrimination under s. 100.22, refer the matter to the department of agriculture,  
3 trade and consumer protection, which shall, if the facts justify it in its judgment,  
4 cause appropriate administrative or judicial proceedings to be commenced against  
5 the corporation or limited liability company and its officers or managers and  
6 members.

7 **SECTION 304.** 182.031 (2) of the statutes is amended to read:

8 182.031 (2) POWERS; PLACE OF BUSINESS. Every such corporation shall possess  
9 all the rights and powers conferred upon corporations by chs. 180 and 184. It may  
10 have its principal place of business without the state. If its principal place of business  
11 is outside the state, process in actions against it may be served as provided in s.  
12 180.1510 for service on a foreign stock corporation authorized to transact business  
13 in this state or upon the ~~department of financial institutions~~ secretary of state as  
14 provided in s. 181.66 (2) for service upon a foreign nonprofit corporation.

15 **SECTION 305.** 182.34 (7) (d) of the statutes is amended to read:

16 182.34 (7) (d) The pledge of the sinking fund under par. (c) shall be valid and  
17 binding from the time when the pledge is made. The tolls or other revenues or other  
18 moneys so pledged and thereafter received by the corporation shall immediately be  
19 subject to the lien of the pledge without any physical delivery thereof, or further act,  
20 and the lien of any such pledge shall be valid and binding as against all parties  
21 having claims of any kind in tort, contract or otherwise against the corporation. All  
22 trust agreements and all resolutions relating thereto shall be filed with the  
23 ~~department of financial institutions~~ secretary of state and recorded in the records of  
24 the corporation.

25 **SECTION 306.** 182.45 of the statutes is amended to read:

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1           **182.45 Reports.** On or before the first day of February of each year, the  
2 corporation shall make an annual report of its activities for the preceding calendar  
3 year to the ~~department of financial institutions~~ secretary of state. Each such report  
4 shall set forth a complete operating and financial statement covering its operations  
5 during the year. The corporation shall cause an audit of its books to be made at least  
6 once each year by certified public accountants and the cost thereof may be treated  
7 as a part of the cost of the construction or of operations of the project.

8           **SECTION 307.** 183.0102 (3m) of the statutes is repealed.

9           **SECTION 308.** 183.0102 (17) of the statutes is amended to read:

10           183.0102 **(17)** "Organizer" means the person who signs and delivers the articles  
11 of organization for filing to the ~~department~~ secretary of state.

12           **SECTION 309.** 183.0103 (2) (intro.) of the statutes is amended to read:

13           183.0103 **(2)** (intro.) Except as provided in sub. (4), the name of a domestic  
14 limited liability company shall be distinguishable upon the records of the  
15 ~~department~~ secretary of state from all of the following names:

16           **SECTION 310.** 183.0103 (4) of the statutes is amended to read:

17           183.0103 **(4)** A limited liability company may apply to the ~~department~~  
18 secretary of state for authorization to use a name that is not distinguishable upon  
19 the records of the ~~department~~ secretary of state from one or more of the names  
20 described in sub. (2) (a) to (c). The ~~department~~ secretary of state shall authorize use  
21 of the name applied for if any of the following occurs:

22           (a) The other limited liability company, corporation, nonstock corporation,  
23 limited partnership, limited liability partnership or cooperative association consents  
24 to the use in writing and submits an undertaking in a form satisfactory to the

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1 ~~department~~ secretary of state to change its name to a name that is distinguishable  
2 upon the records of the ~~department~~ secretary of state from the name of the applicant.

3 (b) The applicant delivers to the ~~department~~ secretary of state a certified copy  
4 of a final judgment of a court of competent jurisdiction establishing the applicant's  
5 right to use the name applied for in this state.

6 **SECTION 311.** 183.0104 (1) of the statutes is amended to read:

7 183.0104 (1) A person may reserve the exclusive use of a limited liability  
8 company name, including a fictitious name for a foreign limited liability company  
9 whose name is not available, by delivering an application to the ~~department~~  
10 secretary of state for filing or by making a telephone application. The application  
11 shall include the applicant's name and address and the name proposed to be  
12 reserved. If the ~~department~~ secretary of state finds that the name applied for under  
13 this subsection is available, the ~~department~~ secretary of state shall reserve the name  
14 for the applicant's exclusive use for a 120-day period, which may be renewed by the  
15 applicant or a transferee under sub. (2) from time to time. If an application to reserve  
16 a name or to renew a reserved name is made by telephone, the ~~department~~ secretary  
17 of state shall cancel the reservation or renewal if the ~~department~~ secretary of state  
18 does not receive the fee required under s. 183.0114 (1) (e) or (f) within 10 business  
19 days after the day on which the application is made.

20 **SECTION 312.** 183.0104 (2) of the statutes is amended to read:

21 183.0104 (2) A person who has the right to exclusive use of a reserved name  
22 under sub. (1) may transfer the reservation to another person by delivering to the  
23 ~~department~~ secretary of state a written and signed notice of the transfer that states  
24 the name and address of the transferee.

25 **SECTION 313.** 183.0104 (3) (a) of the statutes is amended to read:

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1           183.0104 (3) (a) A foreign limited liability company may register its name if the  
2 name is distinguishable upon the records of the ~~department~~ secretary of state from  
3 the names described in s. 183.0103 (2) (a) to (c) and if the foreign limited liability  
4 company delivers to the ~~department~~ secretary of state for filing an application  
5 complying with par. (b).

6           **SECTION 314.** 183.0104 (3) (c) of the statutes is amended to read:

7           183.0104 (3) (c) The registration expires annually on December 31. A foreign  
8 limited liability company may renew its registration by delivering to the ~~department~~  
9 secretary of state for filing a renewal application, which complies with par. (b),  
10 between October 1 and December 31 of each year that the registration is in effect.  
11 The renewal application when filed renews the registration for the next year.

12           **SECTION 315.** 183.0105 (2) (a) of the statutes is amended to read:

13           183.0105 (2) (a) Delivering to the ~~department~~ secretary of state for filing a  
14 statement of change.

15           **SECTION 316.** 183.0105 (2) (c) of the statutes is amended to read:

16           183.0105 (2) (c) In the case of a foreign limited liability company, including the  
17 name of its registered agent and the street address of its registered office, as changed,  
18 in its annual report under s. 183.0120. A change under this paragraph is effective  
19 on the date the annual report is filed by the office of the ~~department~~ secretary of state.

20           **SECTION 317.** 183.0105 (4) of the statutes is amended to read:

21           183.0105 (4) If a registered agent changes the street address of the registered  
22 agent's business office, the registered agent may change the street address of the  
23 registered office of any limited liability company for which that person is the  
24 registered agent by notifying the limited liability company in writing of the change  
25 and by signing, either manually or in facsimile, and delivering to the ~~department~~

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1 secretary of state for filing a statement that complies with sub. (3) and recites that  
2 the limited liability company has been notified of the change.

3 **SECTION 318.** 183.0105 (5) (intro.) of the statutes is amended to read:

4 183.0105 (5) (intro.) The registered agent of a limited liability company may  
5 resign as registered agent by delivering to the ~~department~~ secretary of state for filing  
6 a written statement that includes all of the following information:

7 **SECTION 319.** 183.0105 (6) of the statutes is amended to read:

8 183.0105 (6) After filing the statement required under sub. (5), the ~~department~~  
9 secretary of state shall mail a copy of the statement to the limited liability company  
10 at its principal office.

11 **SECTION 320.** 183.0105 (8) (c) of the statutes is amended to read:

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

17 **SECTION 321.** 183.0107 (1) of the statutes is amended to read:

18 183.0107 (1) Except as provided in this chapter, any document required or  
19 permitted by this chapter to be delivered for filing to the ~~department~~ office of the  
20 secretary of state shall be executed by a manager, if management of the limited  
21 liability company is vested in a manager or managers, or any member, if  
22 management of the limited liability company is reserved to the members.

23 **SECTION 322.** 183.0107 (3) of the statutes is amended to read:



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1           183.0107 (3) The person executing the document may do so as an  
2 attorney-in-fact. Powers of attorney relating to the execution of the document do  
3 not need to be shown to or filed with the ~~department~~ secretary of state.

4           **SECTION 323.** 183.0108 (1) (intro.) of the statutes is amended to read:

5           183.0108 (1) (intro.) Except as provided in sub. (3), to be filed under s.  
6 183.0110, a document required or permitted to be filed under this chapter ~~with the~~  
7 ~~department~~ in the office of the secretary of state shall satisfy all of the following  
8 requirements:

9           **SECTION 324.** 183.0108 (1) (e) of the statutes is amended to read:

10           183.0108 (1) (e) Be on the form prescribed by the ~~department~~ secretary of state  
11 if the document is described in s. 183.0109 (1).

12           **SECTION 325.** 183.0108 (1) (f) of the statutes is amended to read:

13           183.0108 (1) (f) Be delivered to the office of the ~~department~~ secretary of state  
14 for filing and be accompanied by one exact or conformed copy and the filing fee  
15 required by s. 183.0114.

16           **SECTION 326.** 183.0108 (2) of the statutes is amended to read:

17           183.0108 (2) The ~~department~~ secretary of state shall file photocopies or other  
18 reproduced copies of typewritten or printed documents if the copies are manually  
19 signed and satisfy this section.

20           **SECTION 327.** 183.0108 (3) of the statutes is amended to read:

21           183.0108 (3) The ~~department~~ secretary of state may waive any of the  
22 requirements of subs. (1) and (2) and of s. 183.0107 if it appears from the face of the  
23 document that the document's failure to satisfy the requirement is immaterial.

24           **SECTION 328.** 183.0109 (1) (a) (intro.) of the statutes is amended to read:

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1           183.0109 (1) (a) (intro.) The ~~department~~ secretary of state shall prescribe, and  
2 furnish on request, forms for all of the following documents:

3           **SECTION 329.** 183.0109 (1) (b) of the statutes is amended to read:

4           183.0109 (1) (b) The forms prescribed by the ~~department~~ secretary of state  
5 under par. (a) 1. to 4. shall require disclosure of only the information required under  
6 ss. 183.1004, 183.1006, 183.1011 and 183.0120, respectively.

7           **SECTION 330.** 183.0109 (2) of the statutes is amended to read:

8           183.0109 (2) The ~~department~~ secretary of state may prescribe, and furnish on  
9 request, forms for other documents required or permitted to be filed by this chapter,  
10 but use of these forms is not mandatory.

11          **SECTION 331.** 183.0110 (title) of the statutes is amended to read:

12          **183.0110** (title) **Filing duty of ~~department of financial institutions~~**  
13 **secretary of state.**

14          **SECTION 332.** 183.0110 (1) of the statutes is amended to read:

15          183.0110 (1) Upon receipt of a document by the ~~department~~ office of the  
16 secretary of state for filing under this chapter, the ~~department~~ secretary of state shall  
17 stamp or otherwise endorse the date and time of receipt on the original, the document  
18 copy and, upon request, any additional document copy received. The ~~department~~  
19 secretary of state shall return any additional document copy to the person delivering  
20 it, as confirmation of the date and time of receipt.

21          **SECTION 333.** 183.0110 (2) of the statutes is amended to read:

22          183.0110 (2) (a) Except as provided in par. (b), if a document satisfies s.  
23 183.0108 and the terms of the document satisfy the applicable provisions of this  
24 chapter, the ~~department~~ secretary of state shall file the document by stamping or  
25 otherwise endorsing "filed", together with the ~~department's~~ secretary of state's

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1 name, on both the original and the document copy. After filing a document, the  
2 department secretary of state shall deliver the document copy to the domestic limited  
3 liability company or foreign limited liability company, or its representative.

4 (b) If a domestic limited liability company or foreign limited liability company  
5 is in default in the payment of any fee required under this chapter, the department  
6 secretary of state shall refuse to file any document relating to the domestic limited  
7 liability company or foreign limited liability company until all delinquent fees are  
8 paid by the domestic limited liability company or foreign limited liability company.

9 **SECTION 334.** 183.0110 (3) of the statutes is amended to read:

10 183.0110 (3) (a) If the ~~department~~ secretary of state refuses to file a document,  
11 the ~~department~~ secretary of state shall return it to the domestic limited liability  
12 company or foreign limited liability company, or its representative, within 5 business  
13 days after the date on which the document is received by the ~~department~~ office of the  
14 secretary of state for filing, together with a brief, written explanation of the reason  
15 for the refusal.

16 (b) The ~~department's~~ secretary of state's failure to either file or return a  
17 document within 5 business days after the date on which it is received constitutes  
18 a refusal to file the document.

19 (c) Except as provided in s. 183.0112 (3), if a document that had been refused  
20 for filing by the ~~department~~ secretary of state is resubmitted to and filed by the  
21 ~~department~~ secretary of state, the effective date of the filed document under s.  
22 183.0111 is the date that the resubmitted document is received by the ~~department~~  
23 office of the secretary of state for filing or a delayed effective date specified in the  
24 resubmitted document in accordance with s. 183.0111 (2). The effective time of the

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1 resubmitted documents shall be determined under s. 183.0111 (1) or (2), whichever  
2 is applicable.

3 **SECTION 335.** 183.0110 (4) (intro.) of the statutes is amended to read:

4 183.0110 (4) (intro.) Except as provided in s. 183.0204 (2), the department's  
5 secretary of state's filing of a document or refusal to file a document does not do any  
6 of the following:

7 **SECTION 336.** 183.0111 (1) (a) (intro.) of the statutes is amended to read:

8 183.0111 (1) (a) (intro.) Except as provided in sub. (2) and ss. 183.0105 (7),  
9 183.0112 (3), 183.0120 (5) and 183.1009 (3), a document filed by the department  
10 secretary of state under this chapter is effective on the date that it is received by the  
11 department office of the secretary of state for filing and at any of the following times  
12 on that date:

13 **SECTION 337.** 183.0111 (1) (b) of the statutes is amended to read:

14 183.0111 (1) (b) The date that a document is received by the department  
15 secretary of state is determined by the department's secretary of state's endorsement  
16 on the original document under s. 183.0110 (1).

17 **SECTION 338.** 183.0112 (1) of the statutes is amended to read:

18 183.0112 (1) A domestic limited liability company or foreign limited liability  
19 company may correct a document that is filed by the department secretary of state  
20 if the document contains a statement that was incorrect at the time of filing or was  
21 defectively executed, including defects in any attestation, seal, verification or  
22 acknowledgment.

23 **SECTION 339.** 183.0112 (2) (intro.) of the statutes is amended to read:

24 183.0112 (2) (intro.) To correct a document under sub. (1), a domestic limited  
25 liability company or foreign limited liability company shall prepare and deliver to the

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1 department secretary of state for filing articles of correction that satisfy all of the  
2 following:

3 **SECTION 340.** 183.0113 (1) of the statutes is amended to read:

4 183.0113 (1) Any person may obtain from the department secretary of state,  
5 upon request, a certificate of status for a domestic limited liability company or  
6 foreign limited liability company.

7 **SECTION 341.** 183.0113 (2) (b) 1m. of the statutes is amended to read:

8 183.0113 (2) (b) 1m. In the case of a foreign limited liability company, the  
9 foreign limited liability company has, during its most recently completed report year,  
10 filed with the department secretary of state an annual report required by s. 183.0120.

11 **SECTION 342.** 183.0113 (3) of the statutes is amended to read:

12 183.0113 (3) The certificate of status may include other facts of record in the  
13 department office of the secretary of state that are requested.

14 **SECTION 343.** 183.0113 (4) of the statutes is amended to read:

15 183.0113 (4) Upon request, the department secretary of state shall issue, by  
16 telegraph, teletype, facsimile or other form of wire or wireless communication, a  
17 statement of status, which shall contain the information required in a certificate of  
18 status under sub. (2) and may contain any other information permitted under sub.  
19 (3).

20 **SECTION 344.** 183.0113 (5) of the statutes is amended to read:

21 183.0113 (5) Subject to any qualification stated in a certificate or statement of  
22 status issued by the department secretary of state, the certificate or statement is  
23 conclusive evidence that the domestic limited liability company or foreign limited  
24 liability company is in existence or is authorized to transact business in this state.

25 **SECTION 345.** 183.0113 (6) of the statutes is amended to read:

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1           183.0113 (6) Upon request by telephone or otherwise, the department  
2 secretary of state shall confirm, by telephone, any of the information required in a  
3 certificate of status under sub. (2) and may confirm any other information permitted  
4 under sub. (3).

5           **SECTION 346.** 183.0114 (1) (intro.) of the statutes is amended to read:

6           183.0114 (1) (intro.) The ~~department~~ secretary of state shall collect the  
7 following fees when the documents described in this subsection are delivered for  
8 filing, or, under pars. (e) and (f), the telephone applications are made:

9           **SECTION 347.** 183.0120 (1) (intro.) of the statutes is amended to read:

10           183.0120 (1) (intro.) Each foreign limited liability company registered to  
11 transact business in this state shall file with the ~~department~~ office of the secretary  
12 of state an annual report that includes all of the following information:

13           **SECTION 348.** 183.0120 (2) of the statutes is amended to read:

14           183.0120 (2) Information in the annual report shall be current as of the date  
15 on which the annual report is executed on behalf of a foreign limited liability  
16 company, except that the information required by sub. (1) (e) shall be current as of  
17 the close of the foreign limited liability company's fiscal year immediately before the  
18 date by which the annual report is required to be delivered to the department  
19 secretary of state.

20           **SECTION 349.** 183.0120 (3) of the statutes is amended to read:

21           183.0120 (3) A foreign limited liability company registered to transact business  
22 in this state shall deliver its annual report to the ~~department~~ secretary of state  
23 during the first calendar quarter of each year following the calendar year in which  
24 the foreign limited liability company becomes registered to transact business in this  
25 state.

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1           **SECTION 350.** 183.0120 (4) of the statutes is amended to read:

2           183.0120 (4) If an annual report does not contain the information required by  
3 this section, the ~~department~~ secretary of state shall promptly notify the reporting  
4 foreign limited liability company in writing and return the report to it for correction.

5           **SECTION 351.** 183.0120 (5) of the statutes is amended to read:

6           183.0120 (5) An annual report is effective on the date that it is filed by the  
7 ~~department~~ secretary of state.

8           **SECTION 352.** 183.0201 of the statutes is amended to read:

9           **183.0201 Organization.** One or more persons may organize a limited liability  
10 company by signing and delivering articles of organization to the ~~department~~  
11 secretary of state for filing. The organizer or organizers need not be members of the  
12 limited liability company at the time of organization or thereafter.

13           **SECTION 353.** 183.0203 (2) (intro.) of the statutes is amended to read:

14           183.0203 (2) (intro.) A limited liability company amending its articles of  
15 organization shall deliver to the ~~department~~ secretary of state for filing articles of  
16 amendment that include all of the following information:

17           **SECTION 354.** 183.0204 (2) of the statutes is amended to read:

18           183.0204 (2) The ~~department's~~ secretary of state's filing of the articles of  
19 organization is conclusive proof that the limited liability company is organized and  
20 formed under this chapter.

21           **SECTION 355.** 183.0906 (intro.) of the statutes is amended to read:

22           **183.0906 Articles of dissolution.** (intro.) After the dissolution of a limited  
23 liability company under s. 183.0901, the limited liability company may file articles  
24 of dissolution with the ~~department~~ secretary of state that include all of the following:

25           **SECTION 356.** 183.1002 (1) of the statutes is amended to read:

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1           183.1002 (1) A foreign limited liability company may not transact business in  
2 this state until it obtains a certificate of registration from the ~~department~~ secretary  
3 of state.

4           **SECTION 357.** 183.1003 (5) (b) of the statutes is amended to read:

5           183.1003 (5) (b) The foreign limited liability company shall pay the amount  
6 owed under par. (a) to the ~~department~~ secretary of state. The ~~department~~ secretary  
7 of state may not issue a certificate of registration to the foreign limited liability  
8 company until the amount owed is paid. The attorney general may enforce a foreign  
9 limited liability company's obligation to pay to the ~~department~~ secretary of state any  
10 amount owed under par. (a).

11           **SECTION 358.** 183.1004 (intro.) of the statutes is amended to read:

12           **183.1004 Application for certificate of registration.** (intro.) A foreign  
13 limited liability company may apply for a certificate of registration to transact  
14 business in this state by delivering an application to the ~~department~~ secretary of  
15 state for filing. The application shall include all of the following:

16           **SECTION 359.** 183.1006 (1) (intro.) of the statutes is amended to read:

17           183.1006 (1) (intro.) A foreign limited liability company authorized to transact  
18 business in this state shall obtain an amended certificate of registration from the  
19 ~~department~~ secretary of state if the foreign limited liability company changes any of  
20 the following:

21           **SECTION 360.** 183.1008 (1) (intro.) of the statutes is amended to read:

22           183.1008 (1) (intro.) A foreign limited liability company authorized to transact  
23 business in this state may change its registered office or registered agent, or both,  
24 by delivering to the ~~department~~ secretary of state for filing a statement of change  
25 that includes all of the following:



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1           **SECTION 361.** 183.1008 (2) of the statutes is amended to read:

2           183.1008 (2) If a registered agent changes the street address of the registered  
3           agent's business office, the registered agent may change the street address of the  
4           registered office of any foreign limited liability company for which the person is the  
5           registered agent by notifying the foreign limited liability company in writing of the  
6           change and by signing, either manually or in facsimile, and delivering to the  
7           department secretary of state for filing a statement that complies with sub. (1) and  
8           recites that the foreign limited liability company has been notified of the change.

9           **SECTION 362.** 183.1009 (1) (intro.) of the statutes is amended to read:

10           183.1009 (1) (intro.) The registered agent of a foreign limited liability  
11           company may resign by signing and delivering to the department secretary of state  
12           for filing a statement of resignation that includes all of the following information:

13           **SECTION 363.** 183.1009 (2) of the statutes is amended to read:

14           183.1009 (2) After filing the statement, the department secretary of state shall  
15           mail a copy to the foreign limited liability company at its principal office.

16           **SECTION 364.** 183.1010 (4) (a) (intro.) of the statutes is amended to read:

17           183.1010 (4) (a) (intro.) With respect to a foreign limited liability company  
18           described in sub. (2) or (3), the foreign limited liability company may be served by  
19           registered or certified mail, return receipt requested, addressed to the foreign  
20           limited liability company at its principal office as shown on the records of the  
21           department secretary of state, except as provided in par. (b). Service is perfected  
22           under this paragraph at the earliest of the following:

23           **SECTION 365.** 183.1010 (4) (b) 1. of the statutes is amended to read:

24           183.1010 (4) (b) 1. Except as provided in subd. 2., if the address of the foreign  
25           limited liability company's principal office cannot be determined from the records of

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1 the ~~department~~ secretary of state, the foreign limited liability company may be  
2 served by publishing a class 3 notice, under ch. 985, in the community where the  
3 foreign limited liability company's principal office or, if not in this state, its registered  
4 office, as most recently designated in the records of the ~~department~~ secretary of state,  
5 is located.

6 **SECTION 366.** 183.1010 (4) (b) 2. of the statutes is amended to read:

7 183.1010 (4) (b) 2. If a process, notice or demand is served by the ~~department~~  
8 secretary of state on a foreign limited liability company under s. 183.1021 and the  
9 address of the foreign limited liability company's principal office cannot be  
10 determined from the records of the ~~department~~ secretary of state, the foreign limited  
11 liability company may be served by publishing a class 2 notice, under ch. 985, in the  
12 official state newspaper.

13 **SECTION 367.** 183.1011 (1) of the statutes is amended to read:

14 183.1011 (1) A foreign limited liability company authorized to transact  
15 business in this state may not withdraw from this state until it obtains a certificate  
16 of withdrawal from the ~~department~~ secretary of state.

17 **SECTION 368.** 183.1011 (2) (intro.) of the statutes is amended to read:

18 183.1011 (2) (intro.) A foreign limited liability company authorized to transact  
19 business in this state may apply for a certificate of withdrawal by delivering an  
20 application to the ~~department~~ secretary of state for filing. The application shall  
21 include all of the following:

22 **SECTION 369.** 183.1011 (2) (e) of the statutes is amended to read:

23 183.1011 (2) (e) A commitment to notify the ~~department~~ secretary of state in  
24 the future of any change in the mailing address of the foreign limited liability  
25 company principal office.

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1           **SECTION 370.** 183.1020 (1) (intro.) of the statutes is amended to read:

2           183.1020 (1) (intro.) Except as provided in sub. (2), the department secretary  
3 of state may bring a proceeding under s. 183.1021 to revoke the certificate of  
4 registration of a foreign limited liability company registered to transact business in  
5 this state if any of the following applies:

6           **SECTION 371.** 183.1020 (1) (a) of the statutes is amended to read:

7           183.1020 (1) (a) The foreign limited liability company fails to file its annual  
8 report with the department secretary of state within 4 months after it is due.

9           **SECTION 372.** 183.1020 (1) (b) of the statutes is amended to read:

10          183.1020 (1) (b) The foreign limited liability company does not pay, within 4  
11 months after they are due, any fees or penalties due the department secretary of  
12 state under this chapter.

13          **SECTION 373.** 183.1020 (1) (d) of the statutes is amended to read:

14          183.1020 (1) (d) The foreign limited liability company does not inform the  
15 department secretary of state under s. 183.1008 or 183.1009 that its registered agent  
16 or registered office has changed, that its registered agent has resigned or that its  
17 registered office has been discontinued, within 6 months of the change, resignation  
18 or discontinuance.

19          **SECTION 374.** 183.1020 (1) (f) of the statutes is amended to read:

20          183.1020 (1) (f) The department secretary of state receives an authenticated  
21 certificate from the secretary of state or other official having custody of limited  
22 liability company records in the state or country under whose law the foreign limited  
23 liability company is incorporated stating that it has been dissolved or disappeared  
24 as the result of a merger.

25          **SECTION 375.** 183.1020 (2) of the statutes is amended to read:

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1           183.1020 (2) If the ~~department~~ secretary of state receives a certificate under  
2 sub. (1) (f) and a statement by the foreign limited liability company that the  
3 certificate is submitted by the foreign limited liability company to terminate its  
4 registration to transact business in this state, the ~~department~~ secretary of state shall  
5 issue a certificate of revocation under s. 183.1021 (2) (b).

6           **SECTION 376.** 183.1020 (3) of the statutes is amended to read:

7           183.1020 (3) A court may revoke under s. 946.87 the certificate of registration  
8 of a foreign limited liability company registered to transact business in this state.  
9 The court shall notify the ~~department~~ secretary of state of the action, and the  
10 ~~department~~ secretary of state shall issue a certificate of revocation under s. 183.1021  
11 (2) (b).

12           **SECTION 377.** 183.1021 (1) of the statutes is amended to read:

13           183.1021 (1) If the ~~department~~ secretary of state determines that one or more  
14 grounds exist under s. 183.1020 (1) for revocation of a certificate of registration, the  
15 ~~department~~ secretary of state shall serve the foreign limited liability company under  
16 s. 183.1010 with written notice of the determination.

17           **SECTION 378.** 183.1021 (2) of the statutes is amended to read:

18           183.1021 (2) (a) Within 60 days after service of the notice is perfected under  
19 s. 183.1010, the foreign limited liability company shall correct each ground for  
20 revocation or demonstrate to the reasonable satisfaction of the ~~department~~ secretary  
21 of state that each ground determined by the ~~department~~ secretary of state does not  
22 exist.

23           (b) If the foreign limited liability company fails to satisfy par. (a), the  
24 ~~department~~ secretary of state may revoke the foreign limited liability company's  
25 certificate of registration by signing a certificate of revocation that recites each

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1 ground for revocation and its effective date. The ~~department~~ secretary of state shall  
2 file the original of the certificate and serve a copy on the foreign limited liability  
3 company under s. 183.1010.

4 **SECTION 379.** 183.1021 (4) of the statutes is amended to read:

5 183.1021 (4) If the ~~department~~ secretary of state or a court revokes a foreign  
6 limited liability company's certificate of registration, the foreign limited liability  
7 company may be served under s. 183.1010 (3) and (4) or the foreign limited liability  
8 company's registered agent may be served until the registered agent's authority is  
9 terminated, in any civil, criminal, administrative or investigatory proceeding based  
10 on a cause of action which arose while the foreign limited liability company was  
11 registered to transact business in this state.

12 **SECTION 380.** 183.1022 (1) of the statutes is amended to read:

13 183.1022 (1) A foreign limited liability company may appeal the ~~department's~~  
14 secretary of state's revocation of its certificate of registration under s. 183.1020 (1)  
15 to the circuit court for the county where the foreign limited liability company's  
16 principal office or, if none in this state, its registered office is located, within 30 days  
17 after service of the certificate of revocation is perfected under s. 183.1010. The  
18 foreign limited liability company shall appeal by petitioning the court to set aside the  
19 revocation and attaching to the petition copies of its certificate of registration and the  
20 ~~department's~~ secretary of state's certificate of revocation.

21 **SECTION 381.** 183.1022 (2) of the statutes is amended to read:

22 183.1022 (2) The court may order the ~~department~~ secretary of state to reinstate  
23 the certificate of registration or may take any other action that the court considers  
24 appropriate.

25 **SECTION 382.** 183.1204 (1) (intro.) of the statutes is amended to read:

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1           183.1204 (1) (intro.) The surviving limited liability company shall deliver to  
2 the ~~department~~ secretary of state articles of merger, executed by each party to the  
3 plan of merger, that include all of the following:

4           **SECTION 383.** 183.1301 of the statutes is amended to read:

5           **183.1301 Execution by judicial act.** Any person who is adversely affected  
6 by the failure or refusal of any person to execute and file any articles or other  
7 document to be filed under this chapter may petition the circuit court for the county  
8 in which the registered office of the limited liability company is located or, if no  
9 address is on file with the ~~department~~ secretary of state, in the circuit court for Dane  
10 county, to direct the execution and filing of the articles or other document. If the court  
11 finds that it is proper for the articles or other document to be executed and filed and  
12 that there has been failure or refusal to execute and file the document, the court shall  
13 order the ~~department~~ secretary of state to file the appropriate articles or other  
14 document.

15           **SECTION 384.** 185.01 (3m) of the statutes is repealed.

16           **SECTION 385.** 185.05 (3) of the statutes is amended to read:

17           185.05 (3) The articles shall be filed and recorded as provided in s. 185.82. The  
18 legal existence of a cooperative begins when the articles are filed. Upon the filing of  
19 the articles, the ~~department~~ secretary of state shall issue a certificate of  
20 incorporation. The ~~department~~ secretary of state shall forward within 5 days a  
21 duplicate original of the articles to the register of deeds of the county of the  
22 cooperative's principal office or registered agent for recording.

23           **SECTION 386.** 185.08 (3) of the statutes is amended to read:

24           185.08 (3) A registered agent may resign by mailing a written notice to both  
25 the ~~department~~ secretary of state and the cooperative. The resignation becomes

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1 effective when the cooperative names a new registered agent or 60 days after the  
2 receipt of notice by the ~~department~~ secretary of state, whichever is sooner.

3 **SECTION 387.** 185.31 (3) of the statutes is amended to read:

4 185.31 (3) The directors constituting the temporary board, named in the  
5 articles, shall hold office until the first member meeting. At that meeting and  
6 thereafter, directors shall be elected by the members at a member meeting in the  
7 manner and for the terms provided in the bylaws. If the bylaws provide that directors  
8 be from specified districts, the articles may limit voting for any director to members  
9 from within the district from which the director is to be elected. Unless the bylaws  
10 provide otherwise, a director's term of office shall be one year. Each director shall  
11 hold office for the term for which elected and until a successor takes office. The  
12 bylaws may permit selection of alternates to take the place of directors absent at a  
13 meeting of the board. Whenever any change is made in the board, the cooperative  
14 shall file within 20 days with the ~~department~~ secretary of state a report showing the  
15 names and addresses of all directors.

16 **SECTION 388.** 185.35 (1) of the statutes is amended to read:

17 185.35 (1) Unless the articles of incorporation provide otherwise, the principal  
18 officers of a cooperative are a president, one or more vice presidents as prescribed in  
19 the bylaws, a secretary and a treasurer. They shall be elected annually by the board  
20 at such time and in such manner as the bylaws provide. Upon original election and  
21 whenever any change is made in the officers, the cooperative shall file with the  
22 ~~department~~ secretary of state, within 20 days, a report showing the name and  
23 address of all officers. Each principal officer except the secretary and the treasurer  
24 must be a director of the cooperative. The offices of secretary and treasurer may be  
25 combined in one person.

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1           **SECTION 389.** 185.48 (2) of the statutes is amended to read:

2           185.48 (2) The annual report shall be made on forms furnished by the  
3           ~~department~~ secretary of state, and the information therein contained shall be given  
4           as of the date of the execution of the report. The ~~department~~ secretary of state shall  
5           forward by 1st class mail report blanks to each cooperative in good standing not later  
6           than 60 days prior to the date on which the cooperative is required to file an annual  
7           report under this chapter.

8           **SECTION 390.** 185.48 (3) of the statutes is amended to read:

9           185.48 (3) The annual report shall be delivered to the ~~department~~ secretary of  
10          state in each year following the year in which the cooperative's articles are filed by  
11          the ~~department~~ secretary of state, during the calendar year quarter in which the  
12          anniversary of the filing occurs. If the report does not conform to requirements, it  
13          shall be returned to the cooperative for necessary corrections. The penalties for  
14          failure to file such report shall not apply if it is corrected and returned within 30 days  
15          after receipt thereof.

16          **SECTION 391.** 185.48 (4) of the statutes is amended to read:

17          185.48 (4) Any report not filed as required by sub. (3) may be filed only upon  
18          payment to the ~~department~~ secretary of state of \$26.

19          **SECTION 392.** 185.48 (5) of the statutes is amended to read:

20          185.48 (5) If the report is not filed within a year from the first day of the quarter  
21          calendar year in which the report is required, under sub. (3), to be delivered, the  
22          cooperative is not in good standing. Within the next 6 months the ~~department~~  
23          secretary of state shall mail to the cooperative a notice that it is no longer in good  
24          standing. If a cooperative has been out of good standing for more than 3 consecutive  
25          years immediately prior to January 1, 1978, the ~~department~~ secretary of state shall



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1 provide only the notice required under s. 185.72 (3). Until restored to good standing,  
2 the department secretary of state shall not accept for filing any document respecting  
3 such cooperative except those incident to its dissolution.

4 **SECTION 393.** 185.48 (6) of the statutes is amended to read:

5 185.48 (6) The cooperative may be restored to good standing by delivering to  
6 the department secretary of state a current annual report and by paying the \$26 late  
7 filing fee plus \$15 for each calendar year or part thereof during which it was not in  
8 good standing, not exceeding a total of \$176.

9 **SECTION 394.** 185.53 (2) of the statutes is amended to read:

10 185.53 (2) The amendment shall be filed and recorded as provided in s. 185.82.  
11 The amendment becomes effective upon filing, and the department secretary of state  
12 may then issue a certificate of amendment.

13 **SECTION 395.** 185.62 (1m) of the statutes is amended to read:

14 185.62 (1m) If after the filing of the articles under sub. (1), but before the  
15 merger or consolidation is effective, the merger or consolidation is abandoned, as  
16 provided in s. 185.61 (5), 2 principal officers of each merging or consolidating  
17 cooperative shall sign a certificate of abandonment stating that the merger or  
18 consolidation is abandoned and the date of abandonment, and shall seal the  
19 certificate with the seal of each cooperative. The certificate of abandonment shall be  
20 filed and recorded prior to the date the merger or consolidation would otherwise be  
21 effective, ~~with the department~~ in the office of the secretary of state and in each county  
22 where the cooperatives have their principal offices or registered agents, in the  
23 manner provided in s. 185.82.

24 **SECTION 396.** 185.72 (3) (a) of the statutes is amended to read:

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1           185.72 (3) (a) If it is established by the records in the ~~department~~ office of the  
2 secretary of state that a cooperative failed to file its annual report as required by this  
3 chapter for the preceding 3 years, the ~~department~~ secretary of state may  
4 involuntarily dissolve the cooperative in the following manner:

5           1. The ~~department~~ secretary of state shall give the cooperative notice of its  
6 delinquency by 1st class mail addressed to its situs.

7           2. If the delinquent cooperative is not restored to good standing under s. 185.48  
8 (6) within 90 days after the notice was mailed, the ~~department~~ secretary of state shall  
9 issue a certificate of involuntary dissolution, which shall state the fact of involuntary  
10 dissolution, the date and cause of the dissolution and the dissolved cooperative's  
11 situs.

12           3. The ~~department~~ secretary of state shall file the original certificate of  
13 involuntary dissolution and mail a copy to the former cooperative at its situs.

14           **SECTION 397.** 185.72 (3) (bm) of the statutes is amended to read:

15           185.72 (3) (bm) The ~~department~~ secretary of state shall rescind the dissolution  
16 of a cooperative involuntarily dissolved under this subsection and issue a certificate  
17 stating the rescission if all of the following are met:

18           1. The cooperative files with the ~~department~~ secretary of state 2 affidavits, each  
19 executed by a different person who is a principal officer of the cooperative, stating  
20 that the cooperative did not receive the notice under par. (a) 1.

21           2. The cooperative pays to the ~~department~~ secretary of state \$100 in liquidated  
22 damages to cover the efforts of the ~~department~~ secretary of state in rescinding the  
23 involuntary dissolution.

24           **SECTION 398.** 185.815 (intro.) of the statutes is amended to read:

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1           **185.815 Recording change of principal office or registered agent.**

2           (intro.) If a document submitted to the ~~department~~ secretary of state for filing under  
3           this chapter changes the county of the principal office or of the registered agent:

4           **SECTION 399.** 185.815 (1) of the statutes is amended to read:

5           185.815 (1) An original of the document or a duplicate original endorsed by the  
6           ~~department~~ secretary of state shall be recorded in each county;

7           **SECTION 400.** 185.815 (3) of the statutes is amended to read:

8           185.815 (3) A certificate of the ~~department~~ secretary of state listing the type  
9           and date of filing of recordable documents previously filed by the cooperative shall  
10          be recorded in the county of the new principal office or of the registered agent.

11          **SECTION 401.** 185.82 (1) (a) of the statutes is amended to read:

12          185.82 (1) (a) Separate originals of the document for the ~~department~~ secretary  
13          of state and for the register of deeds of each county in which the document is required  
14          to be recorded.

15          **SECTION 402.** 185.82 (1) (b) of the statutes is amended to read:

16          185.82 (1) (b) A check payable to the ~~department~~ secretary of state in the  
17          amount of the filing fee prescribed under s. 185.83.

18          **SECTION 403.** 185.82 (2) (a) of the statutes is amended to read:

19          185.82 (2) (a) Unless the document does not conform to law, the ~~department~~  
20          secretary of state shall endorse on each original "Filed" and the date of filing and  
21          shall file one original.

22          **SECTION 404.** 185.82 (2) (b) of the statutes is amended to read:

23          185.82 (2) (b) The ~~department~~ secretary of state shall forward to each register  
24          of deeds the check under sub. (1) (c) and an original document or duplicate endorsed  
25          by the ~~department~~ secretary of state, within 5 days of filing.

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1           **SECTION 405.** 185.82 (3) of the statutes is amended to read:

2           185.82 (3) Each week the department secretary of state shall forward to each  
3 register of deeds a listing of all documents received during the preceding week for  
4 filing and recording as required under this chapter. For each document, the listing  
5 shall specify the type of document, the name of the cooperative, the name of the  
6 county of the cooperative's principal office or registered agent, and the date of filing.

7           **SECTION 406.** 185.82 (4) of the statutes is amended to read:

8           185.82 (4) A document required to be filed and recorded under this chapter is  
9 effective on filing with the department secretary of state, except as provided in s.  
10 185.62. An error or omission in recording the document or a certificate under s.  
11 185.815 (2) with a register of deeds does not affect its effectiveness.

12           **SECTION 407.** 185.82 (5) of the statutes is amended to read:

13           185.82 (5) A document filed with the department secretary of state under this  
14 chapter before May 7, 1982 is effective unless the records of the department secretary  
15 of state show that the document was recognized as ineffective because of a recording  
16 defect and the department secretary of state or the cooperative acted in reliance on  
17 the ineffectiveness of the document.

18           **SECTION 408.** 185.82 (6) (a) (intro.) of the statutes is amended to read:

19           185.82 (6) (a) (intro.) The department secretary of state may waive any of the  
20 following:

21           **SECTION 409.** 185.82 (6) (a) 2. of the statutes is amended to read:

22           185.82 (6) (a) 2. An omission or defect in a document, if the department  
23 secretary of state determines from the face of the document that the omission or  
24 defect is immaterial.

25           **SECTION 410.** 185.83 (1) (intro.) of the statutes is amended to read:

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1           185.83 (1) (intro.) The ~~department~~ secretary of state shall charge and collect  
2 for:

3           **SECTION 411.** 185.83 (1) (b) of the statutes is amended to read:

4           185.83 (1) (b) Filing an amendment to or restatement of the articles or articles  
5 of merger, consolidation or division, \$10, except that no fee may be collected for an  
6 amendment showing only a change of address resulting from the action of a  
7 governmental agency if there is no corresponding change in physical location and if  
8 2 copies of the notice of the action are submitted to the ~~department~~ secretary of state;  
9 and an additional fee of \$1.25 for each \$1,000 of authorized stock not authorized at  
10 the time of amendment, restatement, merger, consolidation or division.

11           **SECTION 412.** 185.83 (1) (d) of the statutes is amended to read:

12           185.83 (1) (d) Receiving services of any process, notice or demand, authorized  
13 to be served on the ~~department~~ secretary of state by this chapter, \$10.

14           **SECTION 413.** 185.85 of the statutes is amended to read:

15           **185.85** (title) **Forms to be furnished by ~~department of financial~~**  
16 **~~institutions~~ secretary of state.** The ~~department~~ secretary of state may provide  
17 forms for any document to be filed with the ~~department~~ secretary of state under this  
18 chapter.

19           **SECTION 414.** 187.05 (1) of the statutes is amended to read:

20           187.05 (1) TRUSTEES; TERMS; PURPOSES. Any diocesan council or convention,  
21 conference, synod or other body of authorized representatives of any church or  
22 religious denomination or association or congregation thereof may elect any number  
23 of trustees, not less than three, to be incorporated; and when a certificate shall have  
24 been made and signed by the presiding officer and countersigned by the secretary of  
25 the body by which they were elected, stating that such persons, naming them, were

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1 elected trustees, the name of the body by whom elected, the corporate name by which  
2 such trustees are to be known, the term for which they are to hold their offices, and  
3 the purposes for which it is desired to incorporate them, and filed with the  
4 ~~department of financial institutions~~ in the office of the secretary of state, the persons  
5 named in such certificate as trustees and their successors in office shall be a body  
6 corporate for the purposes mentioned in such certificate and for such purposes, and  
7 no other, shall have the usual powers of a corporation; and the members of such  
8 corporation shall hold their positions for such term as the body electing them shall  
9 determine and until their successors are duly elected. Upon the receipt of such  
10 certificate, the ~~department of financial institutions~~ secretary of state shall issue a  
11 certificate of incorporation. But any diocesan council or convention, conference,  
12 synod or other body composed of or divided into district synods or other units may  
13 provide in its constitution for the election of one or more of its trustees by one or more  
14 of such district synods or other units or that one or more of its trustees shall be elected  
15 by said diocesan council or convention, conference, synod or other body from one or  
16 more of such district synods or other units.

17 **SECTION 415.** 187.05 (3) (a) (intro.) of the statutes is amended to read:

18 187.05 (3) (a) (intro.) Any denominational body mentioned in sub. (1) having  
19 a constitution (or other instrument of organization), in writing, at any stated  
20 meeting may vote to become a corporation and designate any of its members of adult  
21 age, not less than 10 in number, to make, acknowledge and file with the ~~department~~  
22 ~~of financial institutions~~ secretary of state a certificate substantially in the following  
23 form:

24 **SECTION 416.** 187.05 (3) (a) (form) 4. of the statutes is amended to read:

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1           187.05 (3) (a) (form) 4. The corporation may amend its constitution (or other  
2 written instrument of organization) as therein provided, and file with the  
3 ~~department of financial institutions~~ secretary of state a certificate thereof duly  
4 acknowledged.

5           **SECTION 417.** 187.16 (1) of the statutes is amended to read:

6           187.16 (1) INCORPORATION. Any corps of the Salvation Army in the state of  
7 Wisconsin may become incorporated as a charitable, educational, missionary,  
8 philanthropic, beneficial and religious organization, by the commander in chief of  
9 the Salvation Army in the United States of America and the territorial commander  
10 of the central territory of the Salvation Army in the United States of America,  
11 together with three other officers or laypersons, members of the said local Salvation  
12 Army corps, executing, acknowledging and filing a certificate of incorporation ~~with~~  
13 ~~the department of financial institutions~~ in the office of the secretary of state, giving  
14 its corporate name, the location of the headquarters of said corps in Wisconsin, the  
15 names of the incorporators, its general objects and purposes. Said certificate shall  
16 be recorded ~~with the department of financial institutions~~ in the office of the secretary  
17 of state and a verified copy thereof in the office of the register of deeds in the county  
18 wherein the main office of said corps of the Salvation Army is located. When such  
19 record is made the corporation shall come into existence and possess the powers and  
20 privileges granted to corporations by ch. 181 so far as the same are applicable or  
21 necessary to accomplish its purpose, and also such powers as are conferred by this  
22 section.

23           **SECTION 418.** 187.16 (5) of the statutes is amended to read:

24           187.16 (5) AMENDMENT OF ARTICLES. The articles of incorporation of such  
25 corporation may be altered or amended by a two-thirds vote of the trustees of such

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1 corporation. When adopted, a copy of such amendment accompanied by certificates  
2 signed by the president and secretary of the corporation shall be filed with the  
3 ~~department of financial institutions~~ secretary of state and the original documents  
4 shall be recorded with the register of deeds of the county where such corporation  
5 shall have its principal office.

6 **SECTION 419.** 187.19 (7) of the statutes is amended to read:

7 187.19 (7) ARTICLES TO BE RECORDED IN OFFICE OF REGISTER OF DEEDS. Whenever  
8 any of said congregations have complied with the foregoing provisions, the articles  
9 of incorporation thereof shall be made out accordingly, be signed by the president and  
10 secretary in the presence of two witnesses, who shall sign their names thereto, and  
11 acknowledged before some notary public or other person authorized by law thereto  
12 and filed ~~with the department of financial institutions~~ in the office of the secretary  
13 of state, and recorded in the office of the register of deeds in the county or counties  
14 where such corporation may own real estate.

15 **SECTION 420.** 187.19 (9) of the statutes is amended to read:

16 187.19 (9) AMENDMENT OF ARTICLES. The articles of incorporation of any such  
17 congregations may be altered or amended by the unanimous vote of the directors of  
18 such corporation. When adopted, duplicate copies of such amendment, each with a  
19 certificate thereto affixed, signed by the president and secretary and the other  
20 directors, and sealed with the corporate seal, if there be any, stating the fact and date  
21 of the adoption of such amendment and that the same was adopted by unanimous  
22 vote of the directors of the corporation and that such copy is a true copy of the original,  
23 shall be made, and one of such duplicate copies shall be filed ~~with the department~~  
24 of financial institutions in the office of the secretary of state and the other shall be  
25 recorded in the office of the register of deeds of the county where such corporation



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1 is located and in the office of the register of deeds of any other county or counties  
2 where the corporation may own real estate.

3 **SECTION 421.** 187.19 (10) of the statutes is amended to read:

4 187.19 (10) DISSOLUTION OF CORPORATION. Any corporation organized under this  
5 section may dissolve by adopting a resolution to that effect by unanimous vote of the  
6 directors of such corporation. When adopted, duplicate copies of such resolution of  
7 dissolution, each with a certificate thereto affixed, signed by the president and  
8 secretary and the other directors, and sealed with the corporate seal, if there be any,  
9 stating the fact and date of adoption of such resolution and that the same was  
10 adopted by unanimous vote of the directors of the corporation and that such copy is  
11 a true copy of the original, shall be made, and one of such duplicate copies shall be  
12 filed ~~with the department of financial institutions~~ in the office of the secretary of  
13 state and the other shall be recorded in the office of the register of deeds of the county  
14 where such corporation is located and in the office of the register of deeds of any other  
15 county or counties where the corporation may own real estate.

16 **SECTION 422.** 188.06 of the statutes is amended to read:

17 **188.06 Powers of trustees.** The powers conferred by this chapter upon the  
18 trustees of a subordinate grange or council of granges of the Patrons of Husbandry  
19 shall not be exercised until the chief officers of such grange or council of granges shall  
20 make and sign a certificate setting forth the name, number and date of organization  
21 of such grange or council and the number and names of its trustees first elected, and  
22 record the same in the office of the register of deeds in the county in which such  
23 grange or council is located; nor, in case of the state grange, until the like officers  
24 thereof shall have made, signed and filed a like certificate ~~with the department of~~  
25 financial institutions in the office of the secretary of state.

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1           **SECTION 423.** 188.08 (1) of the statutes is amended to read:

2           188.08 (1) Any post, county or district council or department of the American  
3 Legion organized in this state pursuant to the acts of congress passed September 16,  
4 1919, and the acts amendatory thereto, and any unit, county or district council, or  
5 department of the auxiliary of the American Legion organized in this state, shall  
6 have full corporate power to transact business in this state and to take over the assets  
7 and liabilities of the existing posts, units, county or district councils, or departments  
8 upon filing with the ~~department of financial institutions~~ secretary of state a  
9 statement of its intent so to do and a full and complete list of its duly elected officers,  
10 and shall by so doing become a body corporate. No filing fee shall be charged by the  
11 ~~department of financial institutions~~ secretary of state for so doing.

12           **SECTION 424.** 188.085 of the statutes is amended to read:

13           **188.085 Changing names and dissolving units of the American Legion.**  
14 Any post, county, district council, department or other unit of the American Legion  
15 or of the auxiliary of the American Legion which has become a body corporate under  
16 the provisions of s. 188.08 may change its name or dissolve by the adoption of a  
17 written resolution to that effect, by a vote of a majority of its members present at a  
18 meeting called for that purpose and by filing the same as herein provided. Such  
19 resolution, with a certificate thereto affixed, signed by the commander and adjutant,  
20 or like or similar officers, stating the facts, including the date of the adoption of such  
21 resolution, the number of members present at such meeting, and the number of  
22 members who voted for the adoption of the resolution, shall be forwarded to and filed  
23 with the ~~department of financial institutions~~ secretary of state, and thereupon the  
24 name of such corporation shall be changed or the corporation shall cease to exist, as  
25 the case may be. In lieu of the foregoing method of dissolution, any corporation

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1 formed under s. 188.08 may be dissolved by the filing of a certificate with the  
2 ~~department of financial institutions~~ secretary of state reciting that such corporation  
3 has ceased to be a unit of the American Legion or its auxiliary. Such certificate shall  
4 be signed by the national commander and national adjutant of the American Legion  
5 or by the state commander and state adjutant of the American Legion, department  
6 of Wisconsin. In the case of units of the auxiliary the certificates shall be signed by  
7 the national president and national secretary or the department president and  
8 department secretary. Corporations dissolved under this section shall continue to  
9 have corporate existence for the time and purposes specified in s. 181.65. No fee shall  
10 be charged by the ~~department of financial institutions~~ secretary of state for such  
11 filing.

12 **SECTION 425.** 188.09 (1) of the statutes is amended to read:

13 188.09 (1) Any chapter, county or district council, or department of the  
14 Disabled American Veterans, organized in this state pursuant to an act of congress  
15 of the United States, known as Public No. 186, seventy-second congress (H.R. 4738),  
16 and the acts amendatory thereto, any unit or department of the auxiliary of the  
17 Disabled American Veterans in this state and any dugout or state department of the  
18 National Order of Trench Rats, their auxiliaries and affiliated organizations, or any  
19 department thereof, organized in this state, shall have full corporate power to  
20 transact business in this state and to take over the assets and liabilities of the  
21 existing chapters, county or district councils, department of Wisconsin, their  
22 auxiliaries and affiliated organizations, or any department thereof, upon filing with  
23 the ~~department of financial institutions~~ secretary of state a statement of its intent  
24 so to do, and a full and complete list of its duly elected officers, and shall by so doing

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1 become a body corporate. No filing fee shall be charged by the ~~department of~~  
2 ~~financial institutions~~ secretary of state for so doing.

3 **SECTION 426.** 188.095 of the statutes is amended to read:

4 **188.095 Changing names and dissolving units of the Disabled**  
5 **American Veterans.** Any chapter, county or district council, or department of the  
6 Disabled American Veterans, or other unit of the Disabled American Veterans, or of  
7 the auxiliaries of the Disabled American Veterans, which has become a body  
8 corporate under s. 188.09, may, whenever its articles do not provide the manner in  
9 which its name shall be changed or of its dissolution, change its name or dissolve by  
10 the adoption of a written resolution to that effect, by a vote of the majority of its  
11 members present at a meeting called for that purpose, and by filing the same as  
12 herein provided. A certificate thereto affixed, signed by the commander and  
13 adjutant, or like or similar officers, stating the facts, including the date of adoption  
14 of such resolution, the number of members present at such meeting, and the number  
15 of members who voted for the adoption of the resolution, shall be forwarded to and  
16 filed with the ~~department of financial institutions~~ secretary of state, and thereupon,  
17 the name of such corporation shall be changed or the corporation shall cease to exist  
18 as the case may be, except that in case of dissolution, it shall continue to exist for the  
19 purpose of winding up its affairs. No fee shall be charged by the ~~department of~~  
20 ~~financial institutions~~ secretary of state for such filing.

21 **SECTION 427.** 188.10 of the statutes is amended to read:

22 **188.10 Corporate powers of the Wisconsin Veterans Council.** The  
23 Wisconsin Veterans Council shall have full corporate power to transact business in  
24 this state upon filing with the ~~department of financial institutions~~ secretary of state  
25 a full and complete list of its duly elected officers. The Wisconsin Veterans Council

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1 shall during each succeeding year of its existence file with the ~~department of~~  
2 ~~financial institutions~~ secretary of state on or before the first day of January of each  
3 succeeding year thereafter a like list of its duly elected officers. No filing fees shall  
4 be charged by the ~~department of financial institutions~~ secretary of state for so doing.

5 **SECTION 428.** 188.11 (1) of the statutes is amended to read:

6 188.11 (1) Any post, county or district council, or department of the Veterans  
7 of Foreign Wars of the United States, organized in this state pursuant to an act of  
8 the seventy-fourth Congress of the United States, and the acts amendatory thereto,  
9 any unit or department of the Auxiliary of the Veterans of Foreign Wars of the United  
10 States in this state and any Pup-Tent or Grand Pup-Tent of the Military Order of  
11 the Cooties, their auxiliaries and affiliated organizations, or any department  
12 thereof, organized in this state, shall have full corporate power to transact business  
13 in this state and to take over the assets and liabilities of the existing posts, county  
14 or district councils, department of Wisconsin, their auxiliaries and affiliated  
15 organizations, or any department thereof, upon filing with the ~~department of~~  
16 ~~financial institutions~~ secretary of state a statement of its intent, signed by  
17 commander and adjutant so to do, and a full and complete list of its duly elected  
18 officers, and shall by so doing become a body corporate. Provided, a duplicate of such  
19 statement and certificate of the ~~department of financial institutions~~ secretary of  
20 state, showing the date when such statement was filed by the ~~department of financial~~  
21 ~~institutions~~ secretary of state, shall within 30 days of such filing be recorded by the  
22 register of deeds of the county in which such organization or its principal office is  
23 located, and until such recording no such organization shall have legal corporate  
24 existence. Notwithstanding such recording requirement any organization having  
25 acquired corporate existence prior to July 4, 1945, shall continue to have such

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1 corporate existence if it shall within 90 days after said date cause a duplicate or  
2 certified copy of its statement of intent and such certificate of the ~~department of~~  
3 ~~financial institutions~~ secretary of state to be recorded with the register of deeds of  
4 the county where it or its principal office is located. No filing fee shall be charged by  
5 the ~~department of financial institutions~~ secretary of state for so doing.

6 **SECTION 429.** 188.115 of the statutes is amended to read:

7 **188.115 Changing names and dissolving units of the Veterans of**  
8 **Foreign Wars of the United States and affiliates.** Any post, county or district  
9 council, department or other unit of the Veterans of Foreign Wars of the United  
10 States, or of the auxiliaries of the Veterans of Foreign Wars of the United States, or  
11 any Pup-Tent or Grand Pup-Tent of the Military Order of the Cooties or of the  
12 auxiliaries of the Military Order of the Cooties, which has become a body corporate  
13 under s. 188.11, may, whenever its articles do not provide the manner in which its  
14 name shall be changed or of its dissolution, change its name or dissolve by the  
15 adoption of a written resolution to that effect, by a vote of the majority of its members  
16 present at a meeting called for that purpose and by filing the same as herein  
17 provided. Such resolution, with a certificate thereto affixed, signed by the  
18 commander and adjutant, or like or similar officers, stating the facts, including the  
19 date of adoption of such resolution, the number of members present at such meeting,  
20 and the number of members who voted for the adoption of the resolution, shall be  
21 forwarded to and filed with the ~~department of financial institutions~~ secretary of  
22 state, and thereupon, the name of such corporation shall be changed or the  
23 corporation shall cease to exist as the case may be, except that in case of dissolution,  
24 it shall continue to exist for the purpose of winding up its affairs. No fee shall be  
25 charged by the ~~department of financial institutions~~ secretary of state for such filing.

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1           **SECTION 430.** 188.12 (1) of the statutes is amended to read:

2           188.12 (1) Any Grand Voiture or Voiture Locale of the La Societe des 40  
3 Hommes et 8 Chevaux organized in this state pursuant to authority granted by La  
4 Societe Nationale des 40 Hommes et 8 Chevaux shall have full corporate power to  
5 transact business in this state and take over the assets and liabilities of the existing  
6 Voitures Locale and Grand Voiture of the state of Wisconsin, upon filing with the  
7 ~~department of financial institutions~~ secretary of state a statement of its intent so to  
8 do and a full and complete list of its duly elected officers. No filing fees shall be  
9 charged by the ~~department of financial institutions~~ secretary of state for so doing.

10           **SECTION 431.** 188.13 (1) of the statutes is amended to read:

11           188.13 (1) Any Red Arrow Club, composed exclusively of persons who were  
12 members of the 32nd Division at any time during World War I, members who served  
13 in the 32nd Division of the United States Army at any time in the period from October  
14 10, 1940, to the termination of World War II as proclaimed by the President or the  
15 Congress, or members who served in the 32nd Division in Federal Service at any time  
16 in the period from October 15, 1961, to August 10, 1962, during the Berlin Crisis,  
17 organized in this state, shall have full corporate power to transact business in this  
18 state and to take over the assets and liabilities of the existing clubs in this state, upon  
19 filing with the ~~department of financial institutions~~ secretary of state a statement of  
20 its intent so to do, and a full and complete list of its duly elected officers, and shall  
21 by so doing become a body corporate. No filing fee shall be charged by the ~~department~~  
22 ~~of financial institutions~~ secretary of state for so doing.

23           **SECTION 432.** 188.14 of the statutes is amended to read:

24           **188.14 Corporate powers of the Military Order of the World Wars.** Any  
25 chapter of the Military Order of the World Wars in this state shall have full corporate

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1 power to transact business in this state upon filing with the ~~department of financial~~  
2 ~~institutions~~ secretary of state a full and complete list of its duly elected officers, and  
3 shall by so doing become a body corporate. No filing fees shall be charged by the  
4 ~~department of financial institutions~~ secretary of state for so doing.

5 **SECTION 433.** 188.15 (1) of the statutes is amended to read:

6 188.15 (1) Any detachment or state department of the Marine Corps League,  
7 organized and existing in this state pursuant to the acts of congress passed August  
8 4, 1937, and the acts amendatory thereto, and any unit of the auxiliary of the Marine  
9 Corps League organized in this state and recognized by the local detachment, shall  
10 have full corporate power to transact business in this state, to take over the assets  
11 and liabilities of the existing detachments, units or departments, upon filing with the  
12 ~~department of financial institutions~~ secretary of state a statement of its intent so to  
13 do and a full and complete list of its duly elected officers, and shall by so doing become  
14 a body corporate. No filing fee shall be charged by the ~~department of financial~~  
15 ~~institutions~~ secretary of state for so doing.

16 **SECTION 434.** 188.16 (1) of the statutes is amended to read:

17 188.16 (1) Any chapter, county or district council or department composed  
18 exclusively of persons who were awarded the medal known as the Purple Heart  
19 organized in this state pursuant to the constitution and bylaws of the national  
20 organization of the Military Order of the Purple Heart and any unit, county or  
21 district council or department of the auxiliary of the Military Order of the Purple  
22 Heart organized in this state shall have full corporate power to transact business in  
23 this state and to take over the assets and liabilities of the existing chapters, units,  
24 county or district councils, or departments upon filing with the ~~department of~~  
25 ~~financial institutions~~ secretary of state a statement of its intent so to do and a full



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1 and complete list of its duly elected officers and thereupon it shall become a body  
2 corporate. No filing fee shall be charged by the ~~department of financial institutions~~  
3 secretary of state for so doing.

4 **SECTION 435.** 188.16 (4) of the statutes is amended to read:

5 188.16 (4) Any chapter, county, district council, department or other unit of the  
6 Military Order of the Purple Heart or of the auxiliary of the Military Order of the  
7 Purple Heart which has become a body corporate under the provisions of this section  
8 may change its name or dissolve by the adoption of a written resolution to that effect,  
9 by a vote of a majority of its members present at a meeting called for that purpose  
10 and by filing the same as herein provided. Such resolution, with a certificate thereto  
11 affixed, signed by the commander and adjutant, or like or similar officers, stating the  
12 facts, including the date of the adoption of such resolution, the number of members  
13 present at such meeting, and the number of members who voted for the adoption of  
14 the resolution, shall be forwarded to and filed with the ~~department of financial~~  
15 institutions secretary of state, and thereupon the name of such corporation shall be  
16 changed or the corporation shall cease to exist, as the case may be, except that in case  
17 of dissolution it shall continue to exist for the purpose of winding up its affairs. No  
18 fee shall be charged by the ~~department of financial institutions~~ secretary of state for  
19 such filing.

20 **SECTION 436.** 188.17 (1) of the statutes is amended to read:

21 188.17 (1) Any unit, department or auxiliary of the Navy Club of the United  
22 States of America organized in this state under 36 USC 140 to 140c shall have full  
23 corporate power to transact business in this state and to take over the assets and  
24 liabilities of existing navy clubs and navy club auxiliaries upon filing with the  
25 ~~department of financial institutions~~ secretary of state a statement of its intent so to

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1 do and a full and complete list of its duly elected officers and shall by so doing become  
2 a body corporate. No filing fee shall be charged by the ~~department of financial~~  
3 ~~institutions~~ secretary of state for so doing.

4 **SECTION 437.** 188.18 (1) of the statutes is amended to read:

5 188.18 (1) The department of Wisconsin and any chapter or unit of the Reserve  
6 Officers Association of the United States, organized in this state pursuant to the  
7 constitution, bylaws and rules and regulations of such association or such  
8 department, shall have full corporate power to transact business in this state and to  
9 take over the assets and liabilities of the existing department, chapters or other units  
10 upon filing with the ~~department of financial institutions~~ secretary of state, a  
11 statement of its intention so to do, its name, location and a full and complete list of  
12 its duly elected officers, and by so doing shall become a body corporate. No filing fees  
13 shall be charged by the ~~department of financial institutions~~ secretary of state for so  
14 doing.

15 **SECTION 438.** 188.18 (3) of the statutes is amended to read:

16 188.18 (3) Any department, chapter or other unit which has become a body  
17 corporate under the provisions of this section, whenever its constitution or bylaws  
18 do not provide the manner in which its name shall be changed or the dissolution  
19 effected, may change its name or dissolve by a majority vote of its members at a  
20 meeting called for that purpose. A certificate signed by the president and secretary  
21 stating the facts shall be filed with the ~~department of financial institutions~~ secretary  
22 of state, and thereupon the name shall be changed or the corporation shall cease to  
23 exist except for the purpose of winding up its affairs. No filing fee shall be charged  
24 for such filing.

25 **SECTION 439.** 188.19 (1) of the statutes is amended to read:

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1           188.19 (1) Any post, county, district council, and department of the American  
2 Veterans of World War II (AMVETS) organized in this state pursuant to the acts of  
3 congress passed July 23, 1947 and the acts amendatory thereto, and any unit, county  
4 or district council, and department of the auxiliary of the American Veterans of World  
5 War II (AMVETS) organized in this state, shall have full corporate power to transact  
6 business in this state and to take over the assets and liabilities of the existing posts,  
7 units, county or district councils, or departments upon filing with the ~~department of~~  
8 ~~financial institutions~~ secretary of state a statement of its intent so to do, and a full  
9 and complete list of its duly elected officers, and shall by so doing become a body  
10 corporate. No filing fee shall be charged by the ~~department of financial institutions~~  
11 secretary of state.

12           **SECTION 440.** 188.20 of the statutes is amended to read:

13           **188.20 Changing names and dissolving units.** Any post, county, district  
14 council, department or other unit of the American Veterans of World War II  
15 (AMVETS) or of the auxiliary of the American Veterans of World War II (AMVETS)  
16 which has become a body corporate under the provisions of s. 188.19 may change its  
17 name or dissolve by the adoption of a written resolution to that effect by a vote of a  
18 majority of its members present at a meeting called for that purpose and by filing the  
19 same as herein provided. Such resolution, with a certificate thereto affixed, signed  
20 by the commander and adjutant, or like or similar officers, stating the fact, including  
21 the date of the adoption of such resolution, the number of members present at such  
22 meeting, and the number of members who voted for the adoption of the resolution,  
23 shall be forwarded to and filed with the ~~department of financial institutions~~  
24 secretary of state, and thereupon the name of such corporation shall be changed or  
25 the corporation shall cease to exist, as the case may be. Or any corporation formed

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1 under s. 188.19 may be dissolved by the filing of a certificate in the office of the  
2 ~~department of financial institutions~~ secretary of state reciting that such corporation  
3 has ceased to be a unit of the American Veterans of World War II (AMVETS)  
4 auxiliary. Such certificate shall be signed by the national commander and national  
5 adjutant of the American Veterans of World War II (AMVETS) or by the state  
6 commander and state adjutant of the American Veterans of World War II (AMVETS)  
7 department of Wisconsin. In the case of units of the auxiliary the certificates shall  
8 be signed by the national president and national secretary or the department  
9 president and department secretary. Corporations dissolved under this section shall  
10 continue to have corporate existence for the time and purposes specified in s. 181.65.  
11 No fee shall be charged by the ~~department of financial institutions~~ secretary of state  
12 for such filing.

13 **SECTION 441.** 188.21 (1) of the statutes is amended to read:

14 188.21 (1) The department of Wisconsin and any post, unit, barracks,  
15 department or auxiliary of the American Veterans of World War I of the U.S.A., Inc.  
16 organized in this state pursuant to the acts of congress passed July 18, 1958 (P.L.  
17 85-530) (72 Stats. at Large pp. 370-375) and the acts amendatory thereto, shall have  
18 full corporate power to transact business in this state and to take over the assets and  
19 liabilities of the existing department of Wisconsin, posts, barracks, units,  
20 departments or auxiliaries of the Veterans of World War I of the U.S.A., Inc. upon  
21 filing with the ~~department of financial institutions~~ secretary of state a statement of  
22 its intent so to do, and a full and complete list of its duly elected officers, and shall  
23 by so doing become a body corporate. No filing fee shall be charged by the ~~department~~  
24 ~~of financial institutions~~ secretary of state.

25 **SECTION 442.** 188.22 (1) of the statutes is amended to read:

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1           188.22 (1) Any post, county or district council or department of the Jewish War  
2 Veterans organized in this state pursuant to the constitution, bylaws and rules and  
3 regulations of said organization shall have full corporate powers to transact business  
4 in this state and to take over the assets and liabilities of the existing posts, units,  
5 county or district councils or departments upon filing with the ~~department of~~  
6 ~~financial institutions~~ secretary of state a statement of its intent to do so and a full  
7 and complete list of its duly elected officers. By so doing such organization shall  
8 become a body corporate. No filing fee shall be charged by the ~~department of~~  
9 ~~financial institutions~~ secretary of state.

10           **SECTION 443.** 188.23 (1) of the statutes is amended to read:

11           188.23 (1) Any post, county or district council or department of the Polish  
12 Legion of American Veterans (P.L.A.V.) organized in this state pursuant to the  
13 constitution, bylaws and rules and regulations of said organization, and any unit,  
14 county or district council or department of the auxiliary of the Polish Legion of  
15 American Veterans, shall have full corporate powers to transact business in this  
16 state and to take over the assets and liabilities of the existing posts, units, county or  
17 district councils or departments upon filing with the ~~department of financial~~  
18 ~~institutions~~ secretary of state a statement of its intent to do so and a full and complete  
19 list of its duly elected officers. By so doing such organization shall become a body  
20 corporate. No filing fee shall be charged by the ~~department of financial institutions~~  
21 secretary of state.

22           **SECTION 444.** 188.235 (1) of the statutes is amended to read:

23           188.235 (1) Any post, county or district council or department of the Army and  
24 Navy Union of the U.S.A. organized in this state pursuant to the constitution, bylaws  
25 and rules and regulations of said organization shall have full corporate powers to

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1 transact business in this state and to take over the assets and liabilities of the  
2 existing posts, units, county or district councils or departments upon filing with the  
3 ~~department of financial institutions~~ secretary of state a statement of its intent to do  
4 so and a full and complete list of its duly elected officers. By so doing such  
5 organization shall become a body corporate. No filing fee shall be charged by the  
6 ~~department of financial institutions~~ secretary of state.

7 **SECTION 445.** 188.24 (1) of the statutes is amended to read:

8 188.24 (1) Any post, county or district council or department of the Catholic  
9 War Veterans organized in this state pursuant to the constitution, bylaws and rules  
10 and regulations of said organization shall have full corporate powers to transact  
11 business in this state and to take over the assets and liabilities of the existing posts,  
12 units, county or district councils or departments upon filing with the ~~department of~~  
13 ~~financial institutions~~ secretary of state a statement of its intent to do so and a full  
14 and complete list of its duly elected officers. By so doing such organization shall  
15 become a body corporate. No filing fee shall be charged by the ~~department of~~  
16 ~~financial institutions~~ secretary of state.

17 **SECTION 446.** 188.25 of the statutes is amended to read:

18 **188.25 Annual reports of veterans' organizations.** The state organization  
19 of any veterans' society or society affiliate which has a unit incorporated under this  
20 chapter shall file with the ~~department of financial institutions~~ secretary of state on  
21 or before January 1 an annual report showing the elected officers of the state  
22 organization. No filing fee shall be charged. The secretary of any such state  
23 organization shall on request furnish the ~~department of financial institutions~~  
24 secretary of state information about subordinate units. If any veterans' society or  
25 society affiliate has no state organization each unit incorporated under this chapter

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1 shall file an annual report of the elected officers with the ~~department of financial~~  
2 ~~institutions~~ secretary of state on or before January 1.

3 **SECTION 447.** 188.26 of the statutes is amended to read:

4 **188.26 Veterans; corporations.** Whenever any corporation is formed under  
5 ch. 180 or 181 or this chapter for the purpose of assisting any veteran, as defined in  
6 s. 45.37 (1a), or operating social clubs in which the name “veteran” appears, the  
7 ~~department of financial institutions~~ secretary of state shall investigate the same to  
8 ascertain the character thereof, and whether or not the same has been procured by  
9 fraudulent representation or concealment of any material fact relating to such  
10 veteran’s name, purpose, membership, organization, management or control or  
11 other material fact. If the ~~department of financial institutions~~ secretary of state so  
12 finds, such findings, misrepresentation or concealment shall be reported to the  
13 attorney general, and the attorney general shall bring an action to vacate or annul  
14 the corporate charter.

15 **SECTION 448.** 190.01 (2) of the statutes is amended to read:

16 190.01 (2) The articles of incorporation and amendments thereto shall be filed  
17 with the ~~department of revenue~~ secretary of state; in the case of articles, the  
18 ~~department of revenue~~ secretary of state shall thereupon issue a certificate of  
19 incorporation and the corporation then has legal existence. The articles of  
20 incorporation or special charter of any railroad company may be amended by a  
21 majority vote of all the stock in the respects and for the purposes provided in s.  
22 180.1001. The fees for filing articles and amendments thereto are as provided in s.  
23 180.0122 (1) (a) and (m) except that the fees for filing an amendment which  
24 authorizes the issuance of redeemable preference shares for sale to the U.S.  
25 secretary of transportation under sections 505 and 506 of P.L. 94-210 is \$15 for the

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1 amendment and an additional sum equal to \$1 for each \$100,000 or fraction thereof  
2 of par value redeemable preference shares authorized by the amendment.

3 **SECTION 449.** 190.01 (4) of the statutes is amended to read:

4 190.01 (4) A railroad that is incorporated in another state is not required to  
5 form a corporation in this state, but any railroad first transacting business in this  
6 state after January 1, 1994, is required to obtain a certificate of authority from the  
7 ~~department of financial institutions~~ secretary of state in the manner required of  
8 foreign corporations before the railroad transacts business in this state.

9 **SECTION 450.** 190.02 (9) (c) of the statutes is amended to read:

10 190.02 (9) (c) Any railroad corporation organized to and which shall acquire,  
11 directly or by mesne conveyances, the property of another railroad corporation sold  
12 in judicial proceedings, or any railroad corporation reorganized under the federal  
13 bankruptcy act which corporation under a plan of reorganization as confirmed by the  
14 act, shall have been authorized to put into effect and carry out said plan, or any new  
15 railroad corporation which shall be organized for the like purpose, shall have all  
16 powers by law conferred upon railroad corporations, and may, at such times, in such  
17 amounts, for such considerations and upon such terms and conditions as the board  
18 of directors of said corporation shall determine, and as shall be authorized by the  
19 office, or in the case of a railroad corporation organized for the purpose of acquiring  
20 a railroad engaged in interstate commerce, or any existing railroad corporation  
21 reorganized under the act and acquiring railroad property used in interstate  
22 commerce, by the interstate commerce commission, as the case may be, issue, sell,  
23 pledge or otherwise dispose of its evidences of debt, which may be convertible, at the  
24 option of the holder, into stock, and shares of stock, which shares may have such  
25 nominal or par value or if the same be common stock, be without nominal or par



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1 value, and may be of such classes, with such rights and voting powers as may be  
2 expressed in its articles or any amendment thereto. In the case of a railroad  
3 corporation reorganized as aforesaid, the filing with the ~~department of financial~~  
4 ~~institutions~~ secretary of state of a certified copy of the plan of reorganization as  
5 confirmed by the federal bankruptcy act, if it shall so elect, shall accomplish and  
6 evidence the amendment of its charter or articles of incorporation without the  
7 necessity for any other or further action, corporate or otherwise, with respect thereto.  
8 Such reorganized railroad corporation shall thereupon have all powers necessary to  
9 put into effect and carry out such plan of reorganization in all respects but such filing  
10 of the plan of reorganization shall not preclude such existing corporation from  
11 amending its charter or articles in the manner now provided by law. The fees for  
12 filing such copy of plan of reorganization shall be the same as prescribed in s. 190.01  
13 (3).

14 **SECTION 451.** 190.051 (1) of the statutes is amended to read:

15 190.051 (1) Any railroad corporation may extend its road from any point named  
16 in its charter or articles of organization, or may build branch roads from any point  
17 on its line or from any point on the line of any other road connected or to be connected  
18 with its road, the use of which other road between such points and the connection  
19 with its own road such corporation shall have secured for a term of not less than ten  
20 years. Before making such extension or building any such branch road such  
21 corporation shall, by resolution of its directors, to be entered in the record of its  
22 proceedings, designate the route of such proposed extension or branch, and file, for  
23 record, a copy of such record, certified by the president and secretary, with the  
24 ~~department of financial institutions~~ secretary of state. Thereupon such corporation  
25 shall have all the rights and privileges to make such extension or build such branch

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1 and receive aid thereto which it would have had if it had been authorized in its  
2 charter or articles of organization.

3 **SECTION 452.** 190.06 (1) of the statutes is amended to read:

4 190.06 (1) Any railroad corporation existing under the laws of this state, or by  
5 consolidation under said laws and the laws of other states, may consolidate with any  
6 other railroad corporation, and possess all of the powers, franchises and immunities,  
7 and be subject to all the liabilities and restrictions of railroad corporations generally,  
8 and such, in addition, as the combining corporations peculiarly possessed or were  
9 subject to at the time of consolidation. Articles of consolidation shall be approved by  
10 each corporation, by a vote of a majority of the stock at an annual meeting or at a  
11 special meeting called for that purpose or by the consent in writing of the holders of  
12 a majority of the stock annexed to such articles; and such articles, with a copy of the  
13 records of such approval or such consent and accompanied by lists of the stockholders  
14 and the number of shares held by each, duly certified by their respective presidents  
15 and secretaries, shall be filed for record with the ~~department of financial institutions~~  
16 secretary of state before any such consolidation shall have validity or effect.

17 **SECTION 453.** 190.11 (1) of the statutes is amended to read:

18 190.11 (1) Every conveyance or lease, deed of trust, mortgage or satisfaction  
19 thereof made by any railroad corporation shall be executed and acknowledged in the  
20 manner in which conveyances of real estate by corporations are required to be to  
21 entitle the same to be recorded, and shall be filed ~~with the department of financial~~  
22 ~~institutions~~ in the office of the secretary of state, which shall endorse thereon "filed"  
23 and the date of filing.

24 **SECTION 454.** 190.11 (3) of the statutes is amended to read:

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1           190.11 (3) ~~The department of financial institutions~~ secretary of state shall  
2 collect a fee of \$1 per page filed under sub. (1).

3           **SECTION 455.** 190.11 (4) of the statutes is amended to read:

4           190.11 (4) ~~The department of financial institutions~~ secretary of state shall  
5 collect a fee at the rate under s. 77.22 and, on or before the 15th day of the month after  
6 the fee is collected, shall remit that fee to the department of administration for  
7 deposit in the general fund. Sections 77.21, 77.22 and 77.25 to 77.27 apply to the fee  
8 under this subsection.

9           **SECTION 456.** 191.10 (1) of the statutes is amended to read:

10           191.10 (1) ISSUANCE, FILING, RECORDING, CONDEMNATION. If the office of the  
11 commissioner of railroads finds that the proposed railroad would be a public  
12 convenience and that a necessity requires its construction, the office of the  
13 commissioner of railroads shall enter an order to that effect and issue to the applicant  
14 a certificate that public convenience and a necessity require the construction of the  
15 railroad as proposed. The certificate shall be filed in the office of the department of  
16 ~~financial institutions~~ secretary of state and the ~~department of financial institutions~~  
17 secretary of state shall approve the map showing the route of the railroad. The  
18 applicant shall record the map certified by the office of the commissioner of railroads  
19 in the office of the register of deeds in each county in which the railroad shall be  
20 located. The filing of the certificate with the ~~department of financial institutions~~  
21 secretary of state and the recording of the map, as above provided, are conditions  
22 precedent to the right of the applicant to institute condemnation proceedings.

23           **SECTION 457.** 192.71 of the statutes is amended to read:

24           **192.71 Lands may be sold; proceedings if terms of grant not complied**  
25 **with.** Any railroad corporation upon which any lands granted to this state shall have

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1 been conferred to aid in the construction of any railroad may sell, assign and transfer  
2 the lands so conferred upon it or any portion thereof to any other railroad corporation  
3 which shall by law have the right to construct a railroad along and upon the line or  
4 any portion of the line upon which such lands are applicable under the grant of this  
5 state upon such terms and conditions as it shall fix; provided, that the corporation  
6 receiving such lands shall be bound to construct the part of the line of railroad to aid  
7 in the construction of which the lands were granted to this state, to which the  
8 assigned lands are applicable according to the terms of the grant by congress, and  
9 to comply fully with all conditions and requirements contained in the act in and by  
10 which the state conferred said lands upon said corporation. The terms and  
11 conditions of every such transfer shall be embodied in an agreement in writing,  
12 which shall be recorded with the ~~department of financial institutions~~ secretary of  
13 state; and provided further, that no such transfer or assignment shall be of any force  
14 or effect until two-thirds of the full-paid stockholders of the corporation making the  
15 same shall have assented in writing thereto and until such assent shall have been  
16 filed with the ~~department of financial institutions~~ secretary of state. Whenever any  
17 grant of lands shall have been or shall hereafter be made to any corporation to aid  
18 in the construction of a railroad upon condition that such road or any portion thereof  
19 shall be completed within the period of time or times fixed or limited by the act or acts  
20 making such grant or grants or by any act or acts amendatory thereof, and such  
21 corporation shall have failed or shall hereafter fail to complete such railroad or any  
22 part or portions thereof within the time or times fixed or limited by such act or acts,  
23 it shall be the duty of the attorney general of the state to immediately institute, if the  
24 legislature shall not have revoked said grant, proceedings against such corporation  
25 in the supreme court of the state to ascertain judicially the facts in the premises, and

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1 if it shall appear that such corporation has failed to complete its railway or any  
2 portion thereof within the time limited by said act or acts, or has otherwise  
3 committed a breach of the condition or conditions upon which said grant was  
4 conferred upon it, or of the requirements of said act, judgment shall be entered in  
5 behalf of the state forfeiting, vacating and setting aside such grant or grants and  
6 annulling all rights and interest of such corporation in and to all lands granted to it  
7 and not fully earned and restoring such lands to the state, and such corporation shall  
8 thereafter be barred and foreclosed of all rights and interests in or to the lands so  
9 adjudged to be forfeited and restored to the state, and of all right to in any manner  
10 thereafter acquire the same.

11 **SECTION 458.** 218.165 (1) of the statutes is amended to read:

12 218.165 (1) The importation of a primary housing unit for sale in this state by  
13 an out-of-state manufacturer is deemed an irrevocable appointment by that  
14 manufacturer of the ~~department of financial institutions~~ secretary of state to be that  
15 manufacturer's true and lawful attorney upon whom may be served all legal  
16 processes in any action or proceeding against such manufacturer arising out of the  
17 importation of such primary housing unit into this state.

18 **SECTION 459.** 218.165 (2) of the statutes is amended to read:

19 218.165 (2) The ~~department of financial institutions~~ secretary of state upon  
20 whom processes and notices may be served under this section shall, upon being  
21 served with such process or notice, mail a copy by registered mail to the out-of-state  
22 manufacturer at the nonresident address given in the papers so served. The original  
23 shall be returned with proper certificate of service attached for filing in court as proof  
24 of service. The service fee shall be \$4 for each defendant so served. The ~~department~~

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1 of ~~financial institutions~~ secretary of state shall keep a record of all such processes and  
2 notices, which record shall show the day and hour of service.

3 **SECTION 460.** 226.025 (3) of the statutes is amended to read:

4 226.025 (3) The appointment of the ~~department of financial institutions~~  
5 secretary of state or the designation of a resident agent as attorney for the service  
6 of summons, notice, pleadings or process under s. 180.1507 shall be applicable only  
7 to actions or proceedings against the foreign corporations described in this section  
8 (unless such corporations have been admitted to this state for purposes other than  
9 those mentioned in this section) where the cause of action or proceeding arises out  
10 of transactions between such foreign corporations and public utilities operating in  
11 this state with which such foreign corporations are affiliated; and to actions or  
12 proceedings by or before the public service commission or office of the commissioner  
13 of railroads involving the transactions described in sub. (1), or involving the relation  
14 between such foreign corporations and public utilities operating in this state with  
15 which they are affiliated.

16 **SECTION 461.** 226.14 (1) of the statutes is amended to read:

17 226.14 (1) No common law trust organized in this state, and no such trust  
18 formed or organized under or by authority of the laws of any state or foreign  
19 jurisdiction, for the purpose of doing business under a declaration of trust which  
20 shall have issued to five or more persons, or which shall sell or propose to sell  
21 beneficial interests, certificates or memberships therein, shall transact business, or  
22 acquire, hold or dispose of property in this state until the trustees named in said  
23 declaration of trust shall have caused to be filed with the ~~department of financial~~  
24 institutions secretary of state the original declaration of trust, or a true copy thereof,  
25 and all amendments which may be made, verified as such by the affidavits of two of

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1 the signers thereof. A like verified copy of the declaration and such amendments, and  
2 a certificate of the ~~department of financial institutions~~ secretary of state, showing  
3 the date when such declaration was filed and accepted by the ~~department of financial~~  
4 ~~institutions~~ secretary of state within thirty days of such filing and acceptance, shall  
5 be recorded with the register of deeds of the county in which such trust has its  
6 principal office or place of business in this state. No such trust shall transact  
7 business in this state until such declaration or such copy thereof be left for record.  
8 The register of deeds shall forthwith transmit to the ~~department of financial~~  
9 ~~institutions~~ secretary of state a certificate stating the time when such copy was  
10 recorded and shall be entitled to a fee of twenty-five cents therefor, to be paid by the  
11 person presenting such papers for record. Upon receipt of such certificate the  
12 ~~department of financial institutions~~ secretary of state shall issue to said trustees a  
13 certificate of filing.

14 **SECTION 462.** 226.14 (3) of the statutes is amended to read:

15 226.14 (3) Every such trust shall pay to the ~~department of financial institutions~~  
16 secretary of state a filing fee of \$50, and \$15 for each subsequent amendment,  
17 together with a further fee of \$1 for each \$1,000 of beneficial certificates sold or  
18 offered for sale in this state.

19 **SECTION 463.** 226.14 (4) (intro.) of the statutes is amended to read:

20 226.14 (4) (intro.) Every such trust shall file, accompanied by a filing fee of \$5,  
21 with the ~~department of financial institutions~~ secretary of state a verified statement  
22 on or before each March 31, showing the names and addresses of each of the trustees;  
23 the nature of the business transacted during the preceding year; in what states such  
24 trust is operating; the amount and number of beneficial certificates sold in this state,  
25 or elsewhere; a statement as to the total amount of beneficial certificates

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1 outstanding. Any such report not filed before April 1, may be filed only upon payment  
2 to the ~~department of financial institutions~~ secretary of state of the following fees:

3 **SECTION 464.** 226.14 (4) (c) of the statutes is amended to read:

4 226.14 (4) (c) If said report is not filed before the following January 1, the trust  
5 shall not be in good standing. Until it is restored to good standing the ~~department~~  
6 ~~of financial institutions~~ secretary of state shall not accept for filing any documents  
7 respecting such trust except documents incident to its dissolution.

8 **SECTION 465.** 226.14 (4) (d) of the statutes is amended to read:

9 226.14 (4) (d) The trust may be restored to good standing by delivering to the  
10 ~~department of financial institutions~~ secretary of state a current annual report  
11 conforming to the requirements of this section and by paying to the ~~department of~~  
12 ~~financial institutions~~ secretary of state \$10 for each calendar year or part thereof  
13 during which the trust has not been in good standing, not exceeding a total of \$105.

14 **SECTION 466.** 226.14 (5) of the statutes is amended to read:

15 226.14 (5) Every such trust shall file with the ~~department of financial~~  
16 ~~institutions~~ secretary of state the name of a trustee or trustees, if they designate  
17 more than one, resident in this state upon whom service may be made for and on  
18 behalf of said trust; or if none of such trustees reside in this state, then a statement  
19 shall be duly filed by the trustees appointing the ~~department of financial institutions~~  
20 secretary of state as the agent to accept service of process in this state, which  
21 appointment shall continue so long as such trust has any liabilities outstanding in  
22 this state.

23 **SECTION 467.** 231.13 (2) of the statutes is amended to read:

24 231.13 (2) The authority shall pledge the revenues derived and to be derived  
25 from a project and other related health facilities, educational facilities or child care



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1 centers for the purposes specified in sub. (1), and additional bonds may be issued  
2 which may rank on a parity with other bonds relating to the project to the extent and  
3 on the terms and conditions provided in the bond resolution. Such pledge shall be  
4 valid and binding from the time when the pledge is made, the revenues so pledged  
5 by the authority shall immediately be subject to the lien of such pledge without any  
6 physical delivery thereof or further act and the lien of any such pledge shall be valid  
7 and binding as against all parties having claims of any kind in tort, contract or  
8 otherwise against the authority, irrespective of whether such parties have notice  
9 thereof. Neither the bond resolution nor any financing statement, continuation  
10 statement or other instrument by which a pledge is created or by which the  
11 authority's interest in revenues is assigned need be filed or recorded in any public  
12 records in order to perfect the lien thereof as against 3rd parties, except that a copy  
13 thereof shall be filed in the records of the authority and with the ~~department of~~  
14 ~~financial institutions~~ secretary of state.

15 **SECTION 468.** 406.104 (1) (c) of the statutes is amended to read:

16 406.104 (1) (c) The transferee preserves the list and schedule for 6 months next  
17 following the transfer and permits inspection of either or both and copying therefrom  
18 at all reasonable hours by any creditor of the transferor, or files the list and schedule  
19 with the ~~department of financial institutions~~ secretary of state.

20 **SECTION 469.** 409.105 (1) (dm) of the statutes is repealed.

21 **SECTION 470.** 409.401 (1) (c) of the statutes is amended to read:

22 409.401 (1) (c) In all other cases, with the ~~department~~ secretary of state.

23 **SECTION 471.** 409.401 (5) of the statutes is amended to read:

24 409.401 (5) Notwithstanding the preceding subsections, and subject to s.  
25 409.302 (3), the proper place to file in order to perfect a security interest in collateral,

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1 including fixtures, of a transmitting utility is with the ~~department~~ secretary of state.  
2 This filing constitutes a fixture filing under s. 409.313 as to the collateral described  
3 therein which is or is to become fixtures.

4 **SECTION 472.** 409.402 (3m) of the statutes is amended to read:

5 409.402 **(3m)** The ~~department~~ secretary of state shall prescribe by rule  
6 standard forms for filing a financing statement, continuation statement,  
7 termination statement, statement of assignment or statement of release. A filing  
8 officer may refuse to accept statements not on the required form or not containing  
9 information required under sub. (1).

10 **SECTION 473.** 409.403 (5) (a) 1. of the statutes is amended to read:

11 409.403 **(5)** (a) 1. The fee for filing and indexing and for stamping a copy  
12 furnished by the secured party to show the date and place of filing for an original  
13 financing statement is \$8 if the statement is on the standard form prescribed by the  
14 ~~department~~ secretary of state and is \$16 if the statement is not on the standard form  
15 or if additional pages are attached to the standard form. The fee for filing an original  
16 financing statement subject to s. 409.402 (5) is \$10 if the statement is on the standard  
17 form and is \$20 if the statement is not on the standard form or if additional pages  
18 are attached to the standard form.

19 **SECTION 474.** 409.403 (5) (a) 2. of the statutes is amended to read:

20 409.403 **(5)** (a) 2. The fee for filing and indexing and for stamping a copy  
21 furnished by the secured party to show the date and place of filing for an amendment  
22 or a continuation statement is \$5 if the amendment or statement is on the standard  
23 form prescribed by the ~~department~~ secretary of state and is \$10 if the amendment  
24 or statement is not on the standard form or if additional pages are attached to the  
25 standard form.

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1           **SECTION 475.** 409.403 (5) (a) 3. of the statutes is amended to read:

2           409.403 (5) (a) 3. A register of deeds shall forward \$3 to the department  
3           secretary of state for each original financing statement filed with the office of the  
4           register of deeds under subd. 1. and for each amendment and each continuation  
5           statement filed with the office of the register of deeds under subd. 2.

6           **SECTION 476.** 409.403 (5) (b) (title) of the statutes is amended to read:

7           409.403 (5) (b) (title) *Fees for filing with the ~~department of financial~~*  
8           *institutions secretary of state.*

9           **SECTION 477.** 409.403 (5) (b) 1. of the statutes is amended to read:

10          409.403 (5) (b) 1. The fee for filing and indexing and for stamping a copy  
11          furnished by the secured party to show the date and place of filing for an original  
12          financing statement is \$8 if the statement is on the standard form prescribed by the  
13          ~~department~~ secretary of state and is \$16 if the statement is not on the standard form  
14          or if additional pages are attached to the standard form.

15          **SECTION 478.** 409.403 (5) (b) 2. of the statutes is amended to read:

16          409.403 (5) (b) 2. The fee for filing and indexing and for stamping a copy  
17          furnished by the secured party to show the date and place of filing for an amendment  
18          or a continuation statement is \$5 if the amendment or statement is on the standard  
19          form prescribed by the ~~department~~ secretary of state and is \$10 if the amendment  
20          or statement is not on the standard form or if additional pages are attached to the  
21          standard form.

22          **SECTION 479.** 409.404 (1) (b) of the statutes is amended to read:

23          409.404 (1) (b) (title) *Requirement for filing termination statement with the*  
24          *~~department of financial institutions~~ secretary of state.* Except as provided in par. (c),  
25          if a financing statement is filed with the ~~department~~ secretary of state, then within

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1 one month or within 10 days following written demand by the debtor after there is  
2 no outstanding secured obligation and no commitment to make advances, incur  
3 obligations or otherwise give value, the secured party must file with the ~~department~~  
4 secretary of state a termination statement to the effect that the secured party no  
5 longer claims a security interest under the financing statement, which shall be  
6 identified by file number. A termination statement signed by a person other than the  
7 secured party of record must be accompanied by a separate written statement of  
8 assignment signed by the secured party of record complying with s. 409.405 (2),  
9 including payment of the required fee.

10 **SECTION 480.** 409.404 (1) (c) (intro.) of the statutes is amended to read:

11 409.404 (1) (c) (title) *Exceptions to requirement for filing termination statement*  
12 *with the ~~department of financial institutions~~ secretary of state.* (intro.) No  
13 termination statement needs to be filed with the ~~department~~ secretary of state  
14 pursuant to par. (b) if:

15 **SECTION 481.** 409.404 (3) (b) of the statutes is amended to read:

16 409.404 (3) (b) (title) *Fees for filing a termination statement with the*  
17 *~~department of financial institutions~~ secretary of state.* There is no fee for a  
18 termination statement which is filed with the ~~department~~ secretary of state and  
19 there is no fee for indexing any name in connection with the termination process.

20 **SECTION 482.** 409.405 (1) of the statutes is amended to read:

21 409.405 (1) An original financing statement may disclose an assignment of a  
22 security interest in the collateral described in the financing statement by indication  
23 in the financing statement of the name and address of the assignee or by an  
24 assignment itself or a copy thereof on the face or back of the statement. On  
25 presentation to the filing officer of such a financing statement the filing officer shall

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1 mark the same as provided in s. 409.403 (4). The fee for filing, indexing and stamping  
2 a copy furnished by the secured party to show the date and place of filing for an  
3 original financing statement so indicating an assignment is \$8 if the statement is on  
4 the standard form prescribed by the ~~department~~ secretary of state and is \$16 if the  
5 statement is not on the standard form or if additional pages are attached to the  
6 standard form. The fee for filing an original financing statement indicating an  
7 assignment and subject to s. 409.402 (5) is \$10 if the statement is on the standard  
8 form and is \$20 if the statement is not on the standard form or if additional pages  
9 are attached to the standard form. A register of deeds shall forward \$3 to the  
10 ~~department~~ office of the secretary of state for each original financing statement  
11 indicating an assignment of a security interest that is filed with the office of the  
12 register of deeds.

13 **SECTION 483.** 409.405 (2) of the statutes is amended to read:

14 409.405 (2) A secured party may assign of record all or part of his or her rights  
15 under a financing statement by the filing in the place where the original financing  
16 statement was filed of a separate written statement of assignment signed by the  
17 secured party of record and setting forth the name of the secured party of record and  
18 the debtor, the file number and the date of filing of the financing statement and the  
19 name and address of the assignee and containing a description of the collateral  
20 assigned. A copy of the assignment is sufficient as a separate statement if it complies  
21 with the preceding sentence. On presentation to the filing officer of such a separate  
22 statement, the filing officer shall mark such separate statement with the date and  
23 hour of the filing. The officer shall note the assignment on the index of the financing  
24 statement, or in the case of a fixture filing, or a filing covering timber to be cut, or  
25 covering minerals or the like, including oil and gas, or accounts subject to s. 409.103

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1 (5), the officer shall index the assignment under the name of the assignor as grantor  
2 and, to the extent that the law of this state provides for indexing the assignment of  
3 a mortgage under the name of the assignee, the officer shall index the assignment  
4 of the financing statement under the name of the assignee. The fee for filing,  
5 indexing and furnishing filing data about such a separate statement of assignment  
6 is \$5 if the statement is on the standard form prescribed by the ~~department~~ secretary  
7 of state and is \$10 if the statement is not on the standard form or if additional pages  
8 are attached to the standard form. A register of deeds shall forward \$3 to the  
9 ~~department~~ office of the secretary of state for each statement of assignment filed with  
10 the office of the register of deeds. Notwithstanding this subsection, an assignment  
11 of record of a security interest in a fixture contained in a mortgage effective as a  
12 fixture filing under s. 409.402 (6) may be made only by an assignment of the  
13 mortgage in the manner provided by the law of this state other than chs. 401 to 411.

14 **SECTION 484.** 409.406 of the statutes is amended to read:

15 **409.406 Release of collateral; duties of filing officer; fees.** A secured  
16 party of record may by his or her signed statement release all or a part of any  
17 collateral described in a filed financing statement. The statement of release is  
18 sufficient if it contains a description of the collateral being released, the name and  
19 address of the debtor, the name and address of the secured party, and the file number  
20 of the financing statement. A statement of release signed by a person other than the  
21 secured party of record must be accompanied by a separate written statement of  
22 assignment signed by the secured party of record and complying with s. 409.405 (2),  
23 including payment of the required fee. Upon presentation of such a statement of  
24 release to the filing officer, the officer shall mark the statement with the hour and  
25 date of filing and shall note the same upon the margin of the index of the filing of the

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1 financing statement. The fee for filing and noting such a statement of release is \$5  
2 if the statement is on the standard form prescribed by the department secretary of  
3 state and is \$10 if the statement is not on the standard form or if additional pages  
4 are attached to the standard form. A register of deeds shall forward \$3 to the  
5 department office of the secretary of state for each statement of release filed with the  
6 office of the register of deeds.

7 **SECTION 485.** 409.407 (2) (c) of the statutes is amended to read:

8 409.407 (2) (c) For providing any service under par. (a) or (b) in an expeditious  
9 manner, the department secretary of state may charge and collect an expedited  
10 service fee of \$25 in addition to any fee required under par. (a) or (b). Only one  
11 expedited service fee may be charged for multiple identical certificates if the  
12 certificates are requested at the same time and issued at the same time.

13 **SECTION 486.** 409.410 of the statutes is amended to read:

14 **409.410 Statewide lien system. (1)** The department secretary of state and  
15 the office of each register of deeds in this state shall establish and maintain at least  
16 one computer terminal allowing the direct entry into permanent computer storage  
17 and the direct retrieval from permanent computer storage of information under sub.  
18 (2).

19 **(2)** Beginning 30 days after notification by the department secretary of state,  
20 each filing officer shall enter all information contained in all financing statements,  
21 amendments, termination statements, continuation statements, statements of  
22 assignment and statements of release submitted for filing, indexing or marking  
23 under ss. 409.401 to 409.408, including the date and time of filing these statements  
24 or amendments, into permanent computer storage by means of a computer terminal  
25 established and maintained under sub. (1).

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1           **SECTION 487.** 409.411 of the statutes is amended to read:

2           **409.411 Uniform commercial code statewide lien system council. (1)**

3           The uniform commercial code statewide lien system council shall advise the  
4           ~~department of financial institutions~~ secretary of state on the uniform commercial  
5           code statewide lien system under s. 409.410.

6           **(2)** The ~~department~~ secretary of state shall establish and maintain, in  
7           consultation with the uniform commercial code statewide lien system council,  
8           computer and any other services necessary to support the uniform commercial code  
9           statewide lien system under s. 409.410 but may not maintain a central filing system,  
10          as defined in 7 USC 1631 (c) (2), for farm products, as defined in 7 USC 1631 (c) (5).

11          **SECTION 488.** 422.505 (1) (d) of the statutes is amended to read:

12          422.505 **(1)** (d) The credit services organization's principal business address  
13          and the name and address of its agent in this state, other than the ~~department of~~  
14          ~~financial institutions~~ secretary of state, who is authorized to receive service of  
15          process.

16          **SECTION 489.** 426.110 (4) (b) of the statutes is amended to read:

17          426.110 **(4)** (b) Such notice shall be in writing and shall be sent by certified or  
18          registered mail, return receipt requested, to such person at the place where the  
19          transaction occurred, such person's principal place of business within this state, or,  
20          if neither will effect actual notice, the ~~department of financial institutions~~ secretary  
21          of state.

22          **SECTION 490.** 440.47 (5) of the statutes is amended to read:

23          440.47 **(5)** (title)    SUBSTITUTE SERVICE UPON ~~DEPARTMENT OF FINANCIAL~~  
24          ~~INSTITUTIONS~~ SECRETARY OF STATE. A charitable organization, fund-raising counsel,  
25          professional fund-raiser or commercial coventurer that has its principal place of



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1 business outside of this state or is organized under laws other than the laws of this  
2 state and that is subject to this subchapter shall be considered to have irrevocably  
3 appointed the ~~department of financial institutions~~ secretary of state as its agent for  
4 the service of process or notice directed to the charitable organization, fund-raising  
5 counsel, professional fund-raiser or commercial coventurer or to any of its partners,  
6 principal officers or directors in an action or proceeding brought under this  
7 subchapter. Service of process or notice upon the ~~department of financial institutions~~  
8 secretary of state shall be made by personally delivering to and leaving with the  
9 ~~department of financial institutions~~ office of the secretary of state a copy of the  
10 process or notice. That service shall be sufficient service if the ~~department of~~  
11 ~~financial institutions~~ secretary of state immediately sends notice of the service and  
12 a copy of the process or notice to the charitable organization, fund-raising counsel,  
13 professional fund-raiser, commercial coventurer or other person to whom it is  
14 directed by registered mail, with return receipt requested, at the last address known  
15 to the ~~department of financial institutions~~ secretary of state.

16 **SECTION 491.** 443.10 (6) of the statutes is amended to read:

17 443.10 (6) ROSTER. A roster showing the names and mailing addresses of all  
18 registered surveyors shall be prepared annually by the secretary and made available  
19 for purchase at cost, and a copy shall be placed on file with the ~~department of~~  
20 ~~financial institutions~~ secretary of state.

21 **SECTION 492.** 601.72 (1) (intro.) of the statutes is amended to read:

22 601.72 (1) GENERAL. (intro.) Under procedures specified in s. 601.73, the  
23 commissioner is by law constituted attorney, except in cases in which the proceeding  
24 is to be brought by the state against an insurer or intermediary other than a risk  
25 retention group or risk purchasing group, in which event the ~~department of financial~~

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1 ~~institutions~~ secretary of state is by law constituted attorney, to receive service of  
2 summons, notices, orders, pleadings and all other legal process relating to any court  
3 or administrative agency in this state for all of the following:

4 **SECTION 493.** 601.72 (2) of the statutes is amended to read:

5 601.72 (2) APPOINTMENT OF ATTORNEY. Except as provided in sub. (2m), every  
6 licensed insurer by applying for and receiving a certificate of authority, every surplus  
7 lines insurer by entering into a contract subject to the surplus lines law, and every  
8 unauthorized insurer by doing an insurance business in this state, is deemed to have  
9 irrevocably appointed the commissioner and ~~department of financial institutions~~  
10 secretary of state as the insurer's attorneys in accordance with sub. (1).

11 **SECTION 494.** 601.72 (3) of the statutes is amended to read:

12 601.72 (3) OTHERS AFFECTED. The commissioner and ~~department of financial~~  
13 ~~institutions~~ secretary of state shall also be attorneys for the executors,  
14 administrators or personal representatives, receivers, trustees or other successors  
15 in interest of the persons specified in sub. (1).

16 **SECTION 495.** 601.73 (1) of the statutes is amended to read:

17 601.73 (1) REQUIREMENTS FOR EFFECTIVE SERVICE. Service upon the  
18 commissioner or ~~department of financial institutions~~ secretary of state under s.  
19 601.72 is service on the principal, if:

20 (a) Two copies of the process are left in the hands or office of the commissioner  
21 or ~~department of financial institutions~~ secretary of state respectively; and

22 (b) The commissioner or ~~department of financial institutions~~ secretary of state  
23 mails a copy of the process to the person served according to sub. (2) (b).

24 **SECTION 496.** 601.73 (2) (a) of the statutes is amended to read:

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1           601.73 (2) (a) *Records.* The commissioner and ~~department of financial~~  
2 ~~institutions~~ secretary of state shall give receipts for and keep records of all process  
3 served through them.

4           **SECTION 497.** 601.73 (2) (b) of the statutes is amended to read:

5           601.73 (2) (b) *Process mailed.* The commissioner or ~~department of financial~~  
6 ~~institutions~~ secretary of state shall send immediately by certified mail to the person  
7 served, at the person's last-known principal place of business, residence or  
8 post-office address or at an address designated in writing by the person, one copy of  
9 any process received and shall retain the other copy.

10          **SECTION 498.** 601.73 (3) of the statutes is amended to read:

11          601.73 (3) **PROOF OF SERVICE.** A certificate by the commissioner or the  
12 ~~department of financial institutions~~ secretary of state, showing service made upon  
13 the commissioner or ~~department of financial institutions~~ secretary of state, and  
14 attached to a copy of the process presented for that purpose is sufficient evidence of  
15 the service.

16          **SECTION 499.** 610.01 (4) of the statutes is amended to read:

17          610.01 (4) In any provision of ch. 180 or 181 made applicable by any section of  
18 chs. 600 to 646, "~~department~~" "secretary of state" shall be read "commissioner of  
19 insurance".

20          **SECTION 500.** 611.72 (1) of the statutes is amended to read:

21          611.72 (1) **GENERAL.** Subject to this section, ss. 180.1101, 180.1103 to 180.1107,  
22 180.1706, 180.1707 and 180.1708 (5) apply to the merger of a domestic stock  
23 insurance corporation or its parent insurance holding corporation, except that  
24 papers required by those sections to be filed with the ~~department of financial~~  
25 ~~institutions~~ secretary of state shall instead be filed with the commissioner.

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1           **SECTION 501.** 611.73 (1) of the statutes is amended to read:

2           611.73 (1) AUTHORIZATION, DOMESTIC CORPORATIONS. Any 2 or more domestic  
3           mutuals may merge or consolidate under the procedures of ss. 181.42 to 181.47,  
4           except that papers required by those sections to be filed with the ~~department of~~  
5           ~~financial institutions~~ secretary of state shall instead be filed with the commissioner.

6           **SECTION 502.** 611.74 (1) of the statutes is amended to read:

7           611.74 (1) PLAN OF DISSOLUTION. At least 60 days prior to the submission to  
8           shareholders or policyholders of any proposed voluntary dissolution of an insurance  
9           corporation under s. 180.1402 or 181.50 the plan shall be filed with the commissioner.  
10          The commissioner may require the submission of additional information to establish  
11          the financial condition of the corporation or other facts relevant to the proposed  
12          dissolution. If the shareholders or policyholders adopt the resolution to dissolve, the  
13          commissioner shall, within 30 days after the adoption of the resolution, begin to  
14          examine the corporation. The commissioner shall approve the dissolution unless,  
15          after a hearing, the commissioner finds that it is insolvent or may become insolvent  
16          in the process of dissolution. Upon approval, the corporation may dissolve under ss.  
17          180.1402 to 180.1408 and 180.1706, or ss. 181.51 to 181.555, except that the last  
18          sentence of s. 181.555 does not apply and papers required by those sections to be filed  
19          with the ~~department of financial institutions~~ secretary of state shall instead be filed  
20          with the commissioner. Upon disapproval, the commissioner shall petition the court  
21          for liquidation or for rehabilitation under ch. 645.

22          **SECTION 503.** 613.01 (8) of the statutes is amended to read:

23          613.01 (8) (title) ~~DEPARTMENT OF FINANCIAL INSTITUTIONS~~ SECRETARY OF STATE.  
24          In any provision of ch. 180 or 181 made applicable to service insurance corporations  
25          in this chapter, "~~department~~" "secretary of state" means commissioner of insurance.

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1           **SECTION 504.** 614.09 of the statutes is amended to read:

2           **614.09 Reservation of corporate name.** Section 181.07 applies to  
3 fraternal, except that “~~department~~” “secretary of state” shall be read  
4 “commissioner”.

5           **SECTION 505.** 616.09 (1) (c) 2. of the statutes is amended to read:

6           616.09 (1) (c) 2. In all actions commenced after May 11, 1980, in those  
7 provisions of ch. 185 which apply under subd. 1. to plans authorized under s. 616.06,  
8 “~~department~~” “secretary of state” shall be deemed to read “~~department of financial~~  
9 ~~institutions~~ “secretary of state and commissioner”, except in s. 185.48, where  
10 “~~department~~” “secretary of state” shall be deemed to read “commissioner”.

11           **SECTION 506.** 616.74 (1) (c) of the statutes is amended to read:

12           616.74 (1) (c) A certificate from the ~~department of financial institutions~~  
13 secretary of state, if it is a nonprofit corporation, that it has complied with the  
14 corporation laws of this state; if it is a corporation the stock of which has been or is  
15 being sold to the general public, a certificate from the division of securities that it has  
16 complied with the requirements of the securities law of this state.

17           **SECTION 507.** 703.23 (1) of the statutes is amended to read:

18           703.23 (1) APPOINTMENT OF RESIDENT AGENT; CHANGE IN NAME OR ADDRESS. When  
19 any property is submitted to a condominium declaration, the declarant shall appoint  
20 a resident agent for the condominium who shall be a citizen and actual resident of  
21 the state or corporation duly registered or qualified to do business in the state. The  
22 declarant shall file the name and address of the resident agent with the ~~department~~  
23 ~~of financial institutions~~ secretary of state. The name or address of the resident agent  
24 may be changed by the association or other proper authority of the condominium in  
25 the same manner and to the same extent that names and addresses of registered

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1 agents may be changed by corporations. If the association is incorporated, the  
2 registered agent for the association shall be the registered agent for the  
3 condominium.

4 **SECTION 508.** 703.23 (2) of the statutes is amended to read:

5 703.23 (2) INDEX OF NAMES AND ADDRESS OF RESIDENT AGENTS. The ~~department~~  
6 ~~of financial institutions~~ secretary of state shall keep an index of the names and  
7 addresses of resident agents and shall make the information available to the public  
8 on request.

9 **SECTION 509.** 704.22 (2) of the statutes is amended to read:

10 704.22 (2) Designation of an agent under sub. (1) shall be in writing and filed  
11 with the ~~department of financial institutions~~ secretary of state.

12 **SECTION 510.** 779.87 (3) (b) of the statutes is amended to read:

13 779.87 (3) (b) *Amount; filed.* The principal sum of the bond shall be \$25,000  
14 at all times. A copy of the bond shall be filed with the ~~department of financial~~  
15 ~~institutions~~ secretary of state.

16 **SECTION 511.** 779.97 (2) (c) 1. of the statutes is amended to read:

17 779.97 (2) (c) 1. If the person against whose interest the lien applies is a  
18 partnership or a corporation, as defined in 26 USC 7701 (a) (2) and (3), whose  
19 principal executive office is in this state, ~~with the department of financial~~  
20 ~~institutions~~ in the office of the secretary of state.

21 **SECTION 512.** 779.97 (2) (c) 2. of the statutes is amended to read:

22 779.97 (2) (c) 2. If the person against whose interest the lien applies is a trust  
23 not covered under subd. 1., ~~with the department of financial institutions~~ in the office  
24 of the secretary of state.

25 **SECTION 513.** 779.97 (2) (c) 3. of the statutes is amended to read:

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1           779.97 (2) (c) 3. If the person against whose interest the lien applies is the  
2           estate of a decedent, ~~with the department of financial institutions~~ in the office of the  
3           secretary of state.

4           **SECTION 514.** 779.97 (4) (a) 1. of the statutes is amended to read:

5           779.97 (4) (a) 1. With the ~~department of financial institutions~~ secretary of state,  
6           the ~~filing officer~~ secretary of state shall cause the notice to be marked, held and  
7           indexed in accordance with s. 409.403 (4) as if the notice were a financing statement  
8           within the meaning of chs. 401 to 411; or

9           **SECTION 515.** 779.97 (4) (b) 1. of the statutes is amended to read:

10          779.97 (4) (b) 1. If a refiling of a notice of lien is presented to the ~~department~~  
11          ~~of financial institutions~~ secretary of state for filing, the ~~filing officer~~ secretary of state  
12          shall cause the refiled notice of federal lien to be marked, held and indexed in  
13          accordance with s. 409.403 as if the refiling were a continuation statement within the  
14          meaning of chs. 401 to 411, except that the time period in par. (d) shall apply instead  
15          of the time period in s. 409.403 (2) and (3).

16          **SECTION 516.** 779.97 (4) (b) 2. of the statutes is amended to read:

17          779.97 (4) (b) 2. If a certificate of release is presented to the ~~department of~~  
18          ~~financial institutions~~ secretary of state for filing, the ~~filing officer~~ secretary of state  
19          shall cause the certificate to be marked, held and indexed in accordance with s.  
20          409.404 as if the certificate were a termination statement within the meaning of chs.  
21          401 to 411, and the ~~filing officer~~ secretary of state may remove the notice of federal  
22          lien and any related refiling of a notice of lien, certificate of nonattachment,  
23          discharge or subordination from the files at any time after receipt of the certificate  
24          of release, but the ~~department of financial institutions~~ secretary of state shall keep  
25          the certificate of release or a microfilm or other photographic record or optical disk

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1 or electronic record of the certificate of release in a file, separate from those  
2 containing currently effective notices of liens, for a period of 30 years after the date  
3 of filing of the certificate of release.

4 **SECTION 517.** 779.97 (4) (b) 3. of the statutes is amended to read:

5 779.97 (4) (b) 3. If a certificate of discharge is presented to the ~~department of~~  
6 ~~financial institutions~~ secretary of state for filing, the ~~filing officer~~ secretary of state  
7 shall cause the certificate to be marked, held and indexed as if the certificate were  
8 a release of collateral within the meaning of chs. 401 to 411.

9 **SECTION 518.** 779.97 (4) (b) 4. of the statutes is amended to read:

10 779.97 (4) (b) 4. If a certificate of nonattachment or subordination of any lien  
11 is presented to the ~~department of financial institutions~~ secretary of state for filing,  
12 the ~~filing officer~~ secretary of state shall cause the certificate to be marked, held and  
13 indexed as if the certificate were an amendment within the meaning of chs. 401 to  
14 411.

15 **SECTION 519.** 779.97 (4) (c) 2. of the statutes is amended to read:

16 779.97 (4) (c) 2. If a certificate of release is presented for filing with any other  
17 filing officer specified in sub. (2), the officer shall enter the certificate with the date  
18 of filing in any alphabetical federal lien index on the line where the original notice  
19 of lien is entered and may then remove the notice of federal lien and any related  
20 refiling of a notice of lien, certificate of nonattachment, discharge or subordination  
21 from the files, provided that the officer shall keep the certificate of release or a  
22 microfilm or other photographic record, or in the case of the ~~department of financial~~  
23 ~~institutions~~ secretary of state, or a register of deeds if authorized under s. 59.43 (4),  
24 a microfilm or other photographic record or optical disk or electronic record, of the  
25 certificate of release in a file, separate from those containing currently effective



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1 notices of federal liens, for a period of 30 years after the date of filing of the certificate  
2 of release.

3 **SECTION 520.** 891.20 of the statutes is amended to read:

4 **891.20 Articles of incorporation, presumptions.** Except as provided in s.  
5 180.0203 (2), any charter or patent of incorporation which shall have been issued by  
6 the governor; ~~or secretary of state or department of financial institutions~~, or by any  
7 combination, to any corporation under any law of the state; any certificate of  
8 organization or association of any corporation or joint stock company; the articles of  
9 organization of a limited liability company; the articles of association or organization  
10 of any corporation, or a certified copy thereof, which shall have been filed or recorded  
11 in the office of the secretary of state ~~or with the department of financial institutions~~,  
12 or recorded in the office of any register of deeds or filed or recorded in the office of any  
13 clerk of the circuit court under any law of the state; any certificate or resolution for  
14 the purpose of amendment, and every amendment in any form, of the charter, patent,  
15 certificate or articles of association or organization or of the name, corporate powers  
16 or purposes of any corporation or limited liability company, filed or recorded in ~~any~~  
17 ~~of the departments or either of the~~ offices and a certified copy of any such document  
18 so filed or recorded shall be received as conclusive evidence of the existence of the  
19 corporation, limited liability company or joint stock company mentioned therein, or  
20 of the due amendment of the charter, patent, certificate or articles of association or  
21 organization thereof in all cases where such facts are only collaterally involved; and  
22 as presumptive evidence thereof and of the facts therein stated in all other cases.

23 **SECTION 521.** 893.19 (1) of the statutes is amended to read:

24 893.19 (1) If a person is out of this state when the cause of action accrues  
25 against the person an action may be commenced within the terms of this chapter

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1 respectively limited after the person returns or removes to this state. But the  
2 foregoing provision shall not apply to any case where, at the time the cause of action  
3 accrues, neither the party against nor the party in favor of whom the same accrues  
4 is a resident of this state; and if, after a cause of action accrues against any person,  
5 he or she departs from and resides out of this state the time of absence is not any part  
6 of the time limited for the commencement of an action; provided, that no foreign  
7 corporation which files with the ~~department of financial institutions~~ secretary of  
8 state, or any other state official or body, pursuant to the requirements of any  
9 applicable statute of this state, an instrument appointing a registered agent as  
10 provided in ch. 180, a resident or any state official or body of this state, its attorney  
11 or agent, on whom, pursuant to such instrument or any applicable statute, service  
12 of process may be made in connection with such cause of action, is deemed a person  
13 out of this state within the meaning of this section for the period during which such  
14 appointment is effective, excluding from such period the time of absence from this  
15 state of any registered agent, resident agent or attorney so appointed who departs  
16 from and resides outside of this state.

17 **SECTION 522.** 992.06 (2) of the statutes is amended to read:

18 992.06 (2) Whenever in the organization of corporations under chapter 146,  
19 laws of 1872, articles of association were made and adopted and signed by the  
20 persons forming such corporation, and there may have been a failure to make and  
21 record a verified copy thereof in the office of the register of deeds of the county in  
22 which such corporation is located, and such association, organization or corporation  
23 has in good faith carried on business and acted as a corporation for 25 years or more,  
24 such failure to make and record a verified copy of the articles of association shall not  
25 affect the validity of the corporation, but the same shall be a body corporate from and

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1 after the date of the making, adopting and signing of the articles of association, the  
2 same as though a verified copy had been duly made and recorded in the office of the  
3 register of deeds. Whenever any such corporation shall in good faith have attempted  
4 to change its corporate name, and shall in good faith have carried on and conducted  
5 its business under such changed name for a period of 25 years or more, and shall  
6 record its original articles of incorporation, or the copy thereof, with the register of  
7 deeds, of the county in which such corporation has its principal office, and in case the  
8 said original articles of incorporation, or a copy thereof, cannot be obtained, a  
9 certificate from the ~~department of financial institutions~~ secretary of state showing  
10 that no such articles nor a copy thereof can be found in the records of the ~~department~~  
11 ~~of financial institutions~~ secretary of state, its acts, doings and proceedings heretofore  
12 done or which shall hereafter be done in or under such changed name shall be as valid  
13 and binding and as good in law as though done in or under the name contained in  
14 its original articles of association.

15 **SECTION 523.** 992.06 (3) of the statutes is amended to read:

16 992.06 (3) All transfers of real estate heretofore made to corporations,  
17 organized under the laws of this state, executed, delivered, filed and recorded  
18 between the date of the filing of the articles of organization ~~with the department of~~  
19 ~~financial institutions~~ in the office of the secretary of state and the date of the filing  
20 of a certified copy of said articles in the office of the register of deeds in the county  
21 wherein said corporation has its principal place of business, are hereby legalized,  
22 ratified, confirmed and validated.

23 **SECTION 524. Nonstatutory provisions.**

24 (1) BUSINESS ORGANIZATION RECORDKEEPING.

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1           (a) *Assets and liabilities.* On the effective date of this paragraph, the assets and  
2 liabilities of the department of financial institutions primarily related to business  
3 organization record-keeping and filing functions, as determined by the secretary of  
4 administration, shall become the assets and liabilities of the office of the secretary  
5 of state.

6           (b) *Employe transfers.*

7           1. On the effective date of this subdivision, 17.0 FTE PR positions in the  
8 department of financial institutions performing duties primarily related to business  
9 organization record-keeping and filing functions, as determined by the secretary of  
10 administration, and the incumbent employes holding those positions are transferred  
11 to the office of the secretary of state.

12           2. Employes transferred under subdivision 1. have all the rights and the same  
13 status under subchapter V of chapter 111 and chapter 230 of the statutes in the office  
14 of the secretary of state that they enjoyed in the department of financial institutions  
15 immediately before the transfer. Notwithstanding section 230.28 (4) of the statutes,  
16 no employe so transferred who has attained permanent status in class is required to  
17 serve a probationary period.

18           (c) *Personal property.* On the effective date of this paragraph, all tangible  
19 personal property, including records, of the department of financial institutions that  
20 is primarily related to business organization record-keeping and filing functions, as  
21 determined by the secretary of administration, is transferred to the office of the  
22 secretary of state.

23           (d) *Contracts.* All contracts entered into by the department of financial  
24 institutions in effect on the effective date of this paragraph that are primarily related  
25 to business organization record-keeping and filing functions, as determined by the

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1 secretary of administration, remain in effect and are transferred to the office of the  
2 secretary of state. The office of the secretary of state shall carry out any such  
3 contractual obligations until modified or rescinded by the secretary of state to the  
4 extent allowed under the contract.

5 (e) *Rules.* All rules promulgated by the department of financial institutions  
6 that are in effect on the effective date of this paragraph and that are primarily related  
7 to business organization record-keeping and filing functions, as determined by the  
8 secretary of administration, remain in effect until their specified expiration dates or  
9 until amended or repealed by the office of the secretary of state. All orders issued  
10 by department of financial institutions that are in effect on the effective date of this  
11 paragraph and that are primarily related to business organization record-keeping  
12 and filing functions, as determined by the secretary of administration, remain in  
13 effect until their specified expiration dates or until modified or rescinded by the  
14 secretary of state.

15 (f) *Pending matters.* All matters pending with the department of financial  
16 institutions on the effective date of this paragraph that are primarily related to  
17 business organization record-keeping and filing functions, as determined by the  
18 secretary of administration, are transferred to the office of the secretary of state and  
19 all materials submitted to or actions taken by the department of financial  
20 institutions with respect to a pending matter are considered as having been  
21 submitted to or taken by the office of the secretary of state.

22 (2) UNIFORM COMMERCIAL CODE FILING FUNCTIONS.

23 (a) *Assets and liabilities.* On the effective date of this paragraph, the assets and  
24 liabilities of the department of financial institutions primarily related to uniform  
25 commercial code filings and federal lien filings, as determined by the secretary of

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1 administration, shall become the assets and liabilities of the office of the secretary  
2 of state.

3 (b) *Employe transfers.*

4 1. On the effective date of this subdivision, 14.0 FTE PR positions in the  
5 department of financial institutions performing duties primarily related to uniform  
6 commercial code filings and federal lien filings, as determined by the secretary of  
7 administration, and the incumbent employes holding those positions are transferred  
8 to the office of the secretary of state.

9 2. Employes transferred under subdivision 1. have all the rights and the same  
10 status under subchapter V of chapter 111 and chapter 230 of the statutes in the office  
11 of the secretary of state that they enjoyed in the department of financial institutions  
12 immediately before the transfer. Notwithstanding section 230.28 (4) of the statutes,  
13 no employe so transferred who has attained permanent status in class is required to  
14 serve a probationary period.

15 (c) *Personal property.* On the effective date of this paragraph, all tangible  
16 personal property, including records, of the department of financial institutions that  
17 is primarily related to uniform commercial code filings and federal lien filings, as  
18 determined by the secretary of administration, is transferred to the office of the  
19 secretary of state.

20 (d) *Contracts.* All contracts entered into by the department of financial  
21 institutions in effect on the effective date of this paragraph that are primarily related  
22 to uniform commercial code filings and federal lien filings, as determined by the  
23 secretary of administration, remain in effect and are transferred to the office of the  
24 secretary of state. The office of the secretary of state shall carry out any such

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1 contractual obligations until modified or rescinded by the secretary of state to the  
2 extent allowed under the contract.

3 (e) *Rules.* All rules promulgated by the department of financial institutions  
4 that are in effect on the effective date of this paragraph and that are primarily related  
5 to uniform commercial code filings and federal lien filings, as determined by the  
6 secretary of administration, remain in effect until their specified expiration dates or  
7 until amended or repealed by the office of the secretary of state. All orders issued  
8 by the department of financial institutions that are in effect on the effective dates of  
9 this paragraph and that are primarily related to uniform commercial code filings and  
10 federal lien filings, as determined by the secretary of administration, remain in effect  
11 until their specified expiration dates or until modified or rescinded by the office of  
12 the secretary of state.

13 (f) *Pending matters.* All matters pending with the department of financial  
14 institutions on the effective date of this paragraph that are primarily related to  
15 uniform commercial code filings and federal lien filings, as determined by the  
16 secretary of administration, are transferred to the office of the secretary of state and  
17 all materials submitted to or actions taken by the department of financial  
18 institutions with respect to a pending matter are considered as having been  
19 submitted to or taken by the office of the secretary of state.

20 (3) POSITION AUTHORIZATIONS. The authorized FTE positions for the office of the  
21 secretary of state are increased by 13.5 PR positions on July 1, 1998, to be funded  
22 from the appropriation under section 20.575 (1) (g) of the statutes, as affected by this  
23 act.

**SECTION 525. Appropriation changes.**

