

1 **BUSINESS ENTITY AMENDMENTS**

2 2002 GENERAL SESSION

3 STATE OF UTAH

4 **Sponsor: John L. Valentine**

5 **This act modifies the Partnership and Corporations Titles and makes technical changes.**

6 **This act addresses issues related to registered agents and business addresses. This act**
7 **provides for conversion of corporations to or from domestic limited liability companies. This**
8 **act amends provisions of the Utah Revised Limited Liability Company Act.**

9 This act affects sections of Utah Code Annotated 1953 as follows:

10 AMENDS:

11 **48-2a-104**, as last amended by Chapter 189, Laws of Utah 1991

12 **48-2a-202**, as last amended by Chapter 131, Laws of Utah 2000

13 **48-2c-108**, as enacted by Chapter 260, Laws of Utah 2001

14 **48-2c-110**, as enacted by Chapter 260, Laws of Utah 2001

15 **48-2c-401**, as enacted by Chapter 260, Laws of Utah 2001

16 **48-2c-408**, as enacted by Chapter 260, Laws of Utah 2001

17 **48-2c-602**, as enacted by Chapter 260, Laws of Utah 2001

18 **48-2c-707**, as enacted by Chapter 260, Laws of Utah 2001

19 **48-2c-801**, as enacted by Chapter 260, Laws of Utah 2001

20 **48-2c-804**, as enacted by Chapter 260, Laws of Utah 2001

21 **48-2c-1103**, as enacted by Chapter 260, Laws of Utah 2001

22 **48-2c-1207**, as enacted by Chapter 260, Laws of Utah 2001

23 ENACTS:

24 **16-6a-1008.7**, Utah Code Annotated 1953

25 **16-10a-1008.7**, Utah Code Annotated 1953

26 **48-2a-202.5**, Utah Code Annotated 1953

27 *Be it enacted by the Legislature of the state of Utah:*



28 Section 1. Section **16-6a-1008.7** is enacted to read:

29 **16-6a-1008.7. Conversion to or from a domestic limited liability company.**

30 (1) (a) A domestic nonprofit corporation may convert to a domestic limited liability
31 company subject to Title 48, Chapter 2c, Utah Revised Limited Liability Company Act, by
32 complying with:

33 (i) this Subsection (1); and

34 (ii) Section 48-2c-1401.

35 (b) If a domestic nonprofit corporation converts to a domestic limited liability company
36 in accordance with this Subsection (1), the articles of conversion shall:

37 (i) comply with Section 48-2c-1402; and

38 (ii) if the corporation has any members, provide for:

39 (A) the cancellation of any membership; or

40 (B) the conversion of any membership in the domestic nonprofit corporation to a
41 membership interest in the domestic limited liability company.

42 (c) In accordance with Section 48-2c-1404, before articles of conversion may be filed with
43 the division, the conversion shall be approved:

44 (i) in the manner provided for the articles of incorporation or bylaws of the domestic
45 nonprofit corporation; or

46 (ii) if the articles of incorporation or bylaws of the domestic nonprofit corporation do not
47 provide the method for approval:

48 (A) if the domestic nonprofit corporation has voting members, by all of the members of
49 the domestic nonprofit corporation regardless of limitations or restrictions on the voting rights of
50 the members; or

51 (B) if the nonprofit domestic corporation does not have voting members, by a majority of:

52 (I) the directors in office at the time the conversion is approved by the board of directors;

53 or

54 (II) if directors have not been appointed or elected, the incorporators.

55 (2) A domestic limited liability company may convert to a domestic nonprofit corporation
56 subject to this chapter by:

57 (a) filing articles of incorporation in accordance with this chapter; and

58 (b) complying with Section 48-2c-1406.

59 Section 2. Section **16-10a-1008.7** is enacted to read:

60 **16-10a-1008.7. Conversion to or from a domestic limited liability company.**

61 (1) (a) A corporation may convert to a domestic limited liability company subject to Title
62 48, Chapter 2c, Utah Revised Limited Liability Company Act, by complying with:

63 (i) this Subsection (1); and

64 (ii) Section 48-2c-1401.

65 (b) If a corporation converts to a domestic limited liability company in accordance with
66 this Subsection (1), the articles of conversion shall:

67 (i) comply with Section 48-2c-1402; and

68 (ii) if the corporation has issued shares, provide for:

69 (A) the cancellation of any issued share; or

70 (B) the conversion of any issued share to a membership interest in the domestic limited
71 liability company.

72 (c) In accordance with Section 48-2c-1404, before articles of conversion may be filed with
73 the division, the conversion shall be approved:

74 (i) in the manner provided for the articles of incorporation or bylaws of the corporation;

75 or

76 (ii) if the articles of incorporation or bylaws of the corporation do not provide the method
77 for approval:

78 (A) if the corporation has issued shares, by all of the outstanding shares of all classes of
79 shares of the corporation regardless of limitations or restrictions on the voting rights of the shares;

80 or

81 (B) if the corporation has not issued shares, by a majority of:

82 (I) the directors in office at the time that the conversion is approved by the board of
83 directors; or

84 (II) if directors have not been appointed or elected, the incorporators.

85 (2) A domestic limited liability company may convert to a corporation subject to this
86 chapter by:

87 (a) filing articles of incorporation in accordance with this chapter; and

88 (b) complying with Section 48-2c-1406.

89 Section 3. Section **48-2a-104** is amended to read:

90 **48-2a-104. Registered agent.**

91 (1) ~~(a) [Each]~~ A limited partnership shall continuously maintain in this state an agent for
92 service of process on the limited partnership~~[, which].~~

93 (b) The agent [must] required by this Subsection (1) shall be:

94 (i) an individual resident of this state~~;~~;

95 (ii) a domestic corporation~~;~~; or

96 (iii) a foreign corporation authorized to do business in this state.

97 (2) ~~(a) The registered agent of a limited partnership may resign by filing [an original and~~
98 ~~one copy of a signed written] with the division a notice of resignation [with the division. The]~~
99 signed by the resigning agent.

100 (b) After receipt of the notice of resignation under Subsection (2)(a), the division shall
101 [then mail] provide a copy of the notice of resignation to [the] each general [partners] partner of
102 the limited partnership at the [addresses] address set forth in the limited partnership's certificate
103 for each general partner.

104 (c) The appointment of [the] a registered agent ends 30 days after the division receives the
105 notice of [the] resignation required by this Subsection (2).

106 (3) (a) A limited partnership may change the limited partnership's registered agent in this
107 state by filing with the division a notice of change of registered agent.

108 (b) The notice of change of registered agent required by this Subsection (3) shall:

109 (i) state:

110 (A) the name of the limited partnership;

111 (B) the name of the limited partnership's registered agent before the change of registered
112 agent; and

113 (C) the name of the limited partnership's registered agent after the change of registered
114 agent; and

115 (ii) include the new registered agent's written consent to the appointment:

116 (A) on the notice of change of registered agent; or

117 (B) in a document accompanying the notice of change of registered agent.

118 (c) A registered agent may change the registered agent's street address by:

119 (i) notifying the limited partnership in writing of the change; and

120 (ii) filing with the division a notice of change of address that:

121 (A) is signed by the registered agent;
122 (B) includes the information required by Subsection (3)(b); and
123 (C) states that the registered agent notified the limited partnership as required by
124 Subsection (3)(c)(i).

125 (d) A notice that is required under this section to be filed with the division shall be filed
126 no later than 30 days after the change for which notice under this section is required.

127 Section 4. Section **48-2a-202** is amended to read:

128 **48-2a-202. Amendment to certificate.**

129 (1) (a) A certificate of limited partnership is amended by filing a certificate of amendment
130 with the division. ~~[The]~~

131 (b) A certificate of amendment filed under this Subsection (1) shall ~~[set forth]~~ state:

132 (a) the name of the limited partnership;

133 (b) the date of filing the certificate; and

134 (c) the amendment to the certificate.

135 (2) ~~[Within 60 days after the happening of any of the following events, an]~~ An amendment
136 to a certificate of limited partnership ~~[reflecting the occurrence of the event or events:]~~ shall be
137 filed~~[: (a) the continuation of the]~~ within 60 days after the day the limited partnership continues
138 business under Section 48-2a-801 after an event of withdrawal of a general partner[;].

139 ~~[(b) a change of the registered agent required to be maintained by Section 48-2a-104; or]~~

140 ~~[(c) a change of the limited partnership's principal place of business where the records~~
141 ~~required to be maintained by Section 48-2a-105 are kept.]~~

142 (3) A general partner who knows or reasonably should know that any statement in a
143 certificate of limited partnership or a certificate of amendment to a certificate of limited
144 partnership was false at the time the certificate was executed making the certificate inaccurate in
145 any respect, shall promptly amend the certificate.

146 (4) A certificate of limited partnership may be amended at any time for any other proper
147 purpose the general partners determine.

148 (5) A person may not be held liable because an amendment to a certificate of limited
149 partnership has not been filed ~~[to reflect the occurrence of any event referred to in]~~ under
150 Subsection (2) if the amendment is filed within the 60 days specified in Subsection (2).

151 (6) A restated certificate of limited partnership may be executed and filed in the same

152 manner as a certificate of amendment.

153 Section 5. Section **48-2a-202.5** is enacted to read:

154 **48-2a-202.5. Actions not requiring amendment.**

155 Notwithstanding Section 48-2a-202, a limited partnership is not required to amend the
156 limited partnership's certificate of limited partnership to report a change in:

157 (1) the name of the limited partnership's registered agent;

158 (2) the street address of the limited partnership's registered agent; or

159 (3) the limited partnership's principal place of business where the records required to be

160 maintained by Section 48-2a-105 are kept.

161 Section 6. Section **48-2c-108** is amended to read:

162 **48-2c-108. Reservation of name.**

163 (1) The exclusive right to register a name for use by a company may be reserved by any
164 person.

165 (2) (a) The reservation described in Subsection (1) shall be made by filing with the
166 division an application signed [~~under penalty of perjury~~] by the applicant.

167 (b) If the division finds that the name is available for use by a company, [~~it~~] the division
168 shall reserve the name exclusively for the applicant for a period of 120 days. The name reservation
169 may be renewed for any number of subsequent periods of 120 days.

170 (c) The reserved name may be transferred to any other person by filing with the division
171 a notice of the transfer that:

172 (i) is signed [~~under penalty of perjury~~] by the applicant for whom the name was reserved;
173 and [~~specifying~~]

174 (ii) specifies the name and address of the transferee.

175 Section 7. Section **48-2c-110** is amended to read:

176 **48-2c-110. Powers.**

177 Each company organized and existing under this chapter may:

178 (1) sue or be sued, institute or defend any action, or participate in any proceeding in its
179 own name;

180 (2) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, or
181 otherwise deal in or with real or personal property or an interest in real or personal property,
182 wherever situated;

- 183 (3) sell, convey, assign, encumber, mortgage, pledge, create a security interest in, lease,
184 exchange or transfer, or otherwise dispose of all or any part of its property or assets;
- 185 (4) lend money to and otherwise assist its members, managers, and employees;
- 186 (5) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use,
187 employ, sell, mortgage, lend, pledge, or otherwise dispose of, or otherwise use or deal in or with:
- 188 (a) shares or other interests in any entity or obligations of any person; or
189 (b) direct or indirect obligations of the United States or any other government, state,
190 territory, governmental district, or municipality or of any instrumentality of any of them;
- 191 (6) make contracts or guarantees or incur liabilities, borrow money at such rates of interest
192 as the company may determine, issue its notes, bonds, or other obligations, or secure any of its
193 obligations by mortgage or pledge of all or any part of its property, franchises, and income;
- 194 (7) lend money for any lawful purpose, invest or reinvest its funds, or take and hold real
195 or personal property as security for the payment of funds so loaned or invested;
- 196 (8) conduct its business and maintain offices and exercise the powers granted by this
197 chapter within this state, and in any state, territory, district, or possession of the United States, or
198 in any foreign country;
- 199 (9) elect or appoint managers and agents of the company, define their duties, and fix their
200 compensation;
- 201 (10) make and alter an operating agreement as allowed by Part 5 [~~of this chapter~~],
202 Operating Agreements;
- 203 (11) make donations for the public welfare or for charitable, scientific, religious, or
204 educational purposes;
- 205 (12) indemnify or hold harmless any person;
- 206 (13) cease its activities and cancel its certificate of organization;
- 207 (14) transact any lawful business which the members or the managers find to be in aid of
208 governmental policy;
- 209 (15) pay pensions and establish pension plans, profit-sharing plans, and other incentive
210 plans for any or all of its members, managers, and employees;
- 211 (16) be a promoter, incorporator, [~~organizer~~], general partner, limited partner, member,
212 associate, or manager of any corporation, partnership, limited partnership, limited liability
213 company, joint venture, trust, or other enterprise or entity;

214 (17) render professional services, if each member of a company who renders professional
215 services in Utah is licensed or registered to render those professional services pursuant to
216 applicable Utah law; and

217 (18) have and exercise the same powers as an individual, and all powers necessary or
218 convenient to effect or carry out any or all of the purposes for which the company is organized.

219 Section 8. Section **48-2c-401** is amended to read:

220 **48-2c-401. Organizer.**

221 (1) One or more individuals 18 years of age or older may form a company under this
222 chapter by signing and filing with the division articles of organization that meet the requirements
223 of Section 48-2c-403. The individuals acting as organizer may, but need not, be members or
224 managers of the company at the time of formation or after formation has occurred.

225 (2) The signing of the articles of organization constitutes an affirmation by the organizers[;
226 ~~under penalty of perjury,~~] that the company has one or more members and, if the company is
227 manager-managed, the person or persons named as managers in the articles of organization have
228 consented to serve as managers of the company. At or prior to filing articles of organization for
229 a company, the organizer or organizers shall prepare a writing to be held with the records of the
230 company which sets forth:

231 (a) the name and street address of each initial member of the company; and

232 (b) if the articles of organization provide that the company is manager-managed, the name
233 and street address of each initial manager.

234 Section 9. Section **48-2c-408** is amended to read:

235 **48-2c-408. Certificate of amendment to articles of organization.**

236 (1) A company amending its articles of organization shall deliver to the division for filing
237 a certificate of amendment which includes:

238 (a) the name of the company;

239 (b) the text of each amendment adopted;

240 (c) if the amendment provides for restructuring the ownership of the company or an
241 exchange or reclassification of the members' interests in the company, provisions for implementing
242 the amendment if not contained in the text of the amendment itself;

243 (d) the date each amendment was adopted by the members;

244 (e) a statement that each amendment was adopted by the members as required by Section

245 48-2c-802 or as otherwise required by the articles of organization or operating agreement; and

246 (f) the signature required by Section 48-2c-204.

247 (2) Unless otherwise provided in the articles of organization or operating agreement, each
248 amendment to the articles of organization of a company must be approved by all of the members
249 and, if there are classes of members, by all of the members of each class.

250 (3) ~~[Each]~~ A company shall deliver ~~[a]~~ the certificate of amendment required by
251 Subsection (1) to the division for filing within 60 days after adoption of the amendment.

252 (4) Upon the filing with the division of a certificate of amendment, the articles of
253 organization shall be amended as set forth in the certificate of amendment.

254 Section 10. Section **48-2c-602** is amended to read:

255 **48-2c-602. Exceptions to limited liability.**

256 The following exceptions to limited liability under Section 48-2c-601 shall apply:

257 (1) All persons who assume to act as a company without complying with this chapter are
258 jointly and severally liable for all debts and liabilities so incurred, except for debts incurred in the
259 course of prefiling activities authorized under Section 48-2c-404.

260 (2) A member of a company is liable to the company:

261 (a) for the difference between the amount of the member's contributions to the company
262 which have been actually made and the amount which is stated in the operating agreement or other
263 contract as having been made; and

264 (b) for any unpaid contribution to the company which the member, in the operating
265 agreement or other contract, agreed to make in the future at the time and on the conditions stated
266 in the operating agreement or other contract.

267 (3) A member holds as trustee for the company:

268 (a) specific property which is stated in the operating agreement or other contract as having
269 been contributed by the member, if the property was not contributed or it has been wrongfully or
270 erroneously returned; and

271 (b) money or other property wrongfully or erroneously paid or conveyed to the member.

272 (4) Persons engaged in prefiling activities other than those authorized by Section
273 48-2c-404 shall be jointly and severally liable for any debts or liabilities incurred in the course of
274 those activities.

275 (5) (a) This chapter does not alter any law applicable to the relationship between a person

276 rendering professional services and a person receiving those services, including liability arising
277 out of those professional services.

278 (b) All persons rendering professional services shall remain personally liable for any
279 results of that person's acts or omissions.

280 (6) When a member has rightfully received a distribution, in whole or in part, of the
281 member's capital account, the member remains liable to the company for any sum, not in excess
282 of the amount of distribution, with interest, necessary to discharge the company's obligations to
283 all creditors of the company who extended credit in reliance on any representation as to the
284 financial condition of the company that included the amount so distributed [or] and whose claims
285 arose prior to the distribution.

286 Section 11. Section **48-2c-707** is amended to read:

287 **48-2c-707. Classes of members.**

288 (1) The articles of organization or operating agreement of a company may provide for
289 classes or groups of members having such relative rights, powers, and duties as prescribed therein,
290 and may make provision for the future creation of any such classes or groups. [The]

291 (2) Except as provided in Subsection 48-2c-803(2), the articles of organization or
292 operating agreement may provide for the taking of an action, including the amendment of the
293 operating agreement, without the vote or approval of any member or class or group of members
294 and may provide that any particular class or group shall have no voting rights.

295 Section 12. Section **48-2c-801** is amended to read:

296 **48-2c-801. Management structure.**

297 A company may be managed either by one or more managers, in which case it shall be
298 considered to be a "manager-managed company," or it may be managed by all of its members, in
299 which case it shall be considered to be a "member-managed company."

300 (1) The choice of management structure shall be designated in the articles of organization
301 for the company. If the articles of organization fail to designate the management structure or do
302 not clearly designate the management structure, management of the company shall be vested in its
303 members.

304 (2) Unless the operating agreement provides otherwise, a manager-managed company shall
305 become a member-managed company upon the death, withdrawal, or removal of the sole
306 remaining manager, or if one of the events described in Subsection 48-2c-708[~~(4), (5), or (6)~~]

307 (1)(d), (e), or (f) occurs with regard to the sole remaining manager, unless another manager is
308 appointed by the members within 90 days after the occurrence of any such event.

309 (3) The dissolution of a company does not alter the authority of the managers or members,
310 as the case may be, to wind up the business and affairs of the company.

311 Section 13. Section **48-2c-804** is amended to read:

312 **48-2c-804. Management by managers.**

313 In a manager-managed company, each manager and each member shall be subject to the
314 provisions of Section 48-2c-807 and:

315 (1) the initial managers shall be designated in the articles of organization; thereafter, the
316 managers shall be those persons identified in documents filed with the division including
317 amendments to the articles of organization as well as the annual reports required under Section
318 48-2c-203 and the statements required or permitted under Section 48-2c-122;

319 (2) when there is a change in the management structure from a member-managed company
320 to a manager-managed company, the managers shall be those persons identified in the certificate
321 of amendment to the articles of organization that makes the change;

322 (3) each manager who is a natural person must have attained the age of majority under the
323 laws of this state;

324 (4) no manager shall have authority to do any act in contravention of the articles of
325 organization or the operating agreement, except as provided in Subsection (6)(g);

326 (5) a manager who is also a member shall have all of the rights of a member;

327 (6) unless otherwise provided in the articles of organization or operating agreement of the
328 company:

329 (a) except for the initial managers, each manager shall be elected at any time by the
330 members holding at least a majority of the profits interests in the company, and any vacancy
331 occurring in the position of manager shall be filled in the same manner;

332 (b) the number of managers shall be fixed by the members in the operating agreement or
333 if the operating agreement fails to designate the number of managers, the number of managers shall
334 be the number designated by members holding at least a majority of the profits interests in the
335 company;

336 (c) each manager shall serve until the earliest to occur of the manager's death, withdrawal,
337 or removal or an event described in Subsection 48-2c-708[~~(6)~~] (1)(f) or, if membership in the

338 company is a condition to being a manager, an event described in Subsection 48-2c-708[(4)] (1)(d)
339 or [(5)] (e);

340 (d) a manager need not be a member of the company or a resident of this state;

341 (e) any manager may be removed with or without cause by the members, at any time, by
342 the decision of members owning a majority of the profits interests in the company;

343 (f) there shall be only one class of managers; and

344 (g) approval by the requisite number of members, as well as all of the managers, shall be
345 required as to all matters described in Subsections 48-2c-803(2) and (3).

346 Section 14. Section **48-2c-1103** is amended to read:

347 **48-2c-1103. Rights of creditor of member.**

348 (1) On application to a court of competent jurisdiction by any judgment creditor of a
349 member or of a member's assignee, the court may charge the interest in the company of the
350 member or assignee with payment of the unsatisfied amount of the judgment plus interest. The
351 court may then or later appoint a receiver of the share of distributions due or to become due to the
352 judgment debtor in respect of the interest in the company. The judgment creditor and receiver
353 shall have only the rights of an assignee. The court may make all other orders, directions,
354 accounts, and inquiries the judgment debtor might have made or which the circumstances of the
355 case may require.

356 (2) A charging order constitutes a lien on the judgment debtor's interest in the company.
357 The court may order a foreclosure of the interest subject to the charging order at any time. The
358 purchaser at the foreclosure sale has only the rights of an assignee.

359 (3) Unless otherwise provided in the articles [or] of organization or operating agreement
360 for the company, at any time before foreclosure an interest charged may be redeemed:

361 (a) by the judgment debtor;

362 (b) with property other than company property, by one or more of the other members; or

363 (c) by the company with the consent of all of the members whose interests are not so
364 charged.

365 (4) This section does not deprive a member of a right under exemption laws with respect
366 to the member's interest in a company.

367 (5) This section provides the exclusive remedy by which a judgment creditor of a member
368 or a member's assignee may satisfy a judgment out of the judgment debtor's interest in a company.

369 (6) No creditor of a member shall have any right to obtain possession of, or otherwise
370 exercise legal or equitable remedies with respect to, the property of the company.

371 Section 15. Section **48-2c-1207** is amended to read:

372 **48-2c-1207. Procedure for and effect of administrative dissolution.**

373 (1) If the division determines that one or more grounds exist under Section 48-2c-1206 for
374 dissolving a company, it shall mail to the company written notice of:

375 (a) the division's determination that one or more grounds exist for dissolving the company;
376 and

377 (b) the grounds for dissolving the company.

378 (2) (a) If the company does not correct each ground for dissolution, or demonstrate to the
379 reasonable satisfaction of the division that each ground does not exist, within 60 days after mailing
380 the notice provided in Subsection (1), the division shall administratively dissolve the company.

381 (b) If a company is dissolved under Subsection (2)(a), the division shall mail written notice
382 of the administrative dissolution to the dissolved company at its designated office, stating the date
383 of dissolution specified in Subsection (2)(d).

384 (c) The division shall mail a copy of the notice of administrative dissolution including a
385 statement of the grounds [~~therefor~~] for the administrative dissolution, to:

386 (i) the registered agent of the dissolved company; or

387 (ii) if there is no registered agent of record, or if the mailing to the registered agent is
388 returned as undeliverable, at least one member if the company is member-managed or one manager
389 of the company if the company is manager-managed, at their addresses as reflected on the notice,
390 annual report, or document most recently filed with the division.

391 (d) A company's effective date of administrative dissolution is five days after the date the
392 division mails the written notice of dissolution under Subsection (2)(b).

393 (e) On the effective date of dissolution, any assumed names filed on behalf of the dissolved
394 company under Title 42, Chapter 2, Conducting Business Under Assumed Name, are canceled.

395 (f) Notwithstanding Subsection (2)(e), the name of the company that is dissolved and any
396 assumed names filed on its behalf are not available for two years from the effective date of
397 dissolution for use by any other person:

398 (i) transacting business in this state; or

399 (ii) doing business under an assumed name under Title 42, Chapter 2, Conducting

400 Business Under Assumed Name.

401 (g) Notwithstanding Subsection (2)(e), if the company that is dissolved is reinstated in
402 accordance with Section 48-2c-1208, the registration of the name of the company and any assumed
403 names filed on its behalf are reinstated back to the effective date of dissolution.

404 (3) (a) Except as provided in Subsection (3)(b), a company administratively dissolved
405 under this section continues its existence but may not carry on any business except:

406 (i) the business necessary to wind up and liquidate its business and affairs under Part 13
407 of this chapter; and

408 (ii) to give notice to claimants in the manner provided in Sections 48-2c-1305 and
409 48-2c-1306.

410 (b) If the company is reinstated in accordance with Section 48-2c-1208, business
411 conducted by the company during a period of administrative dissolution is unaffected by the
412 dissolution.

413 (4) The administrative dissolution of a company does not terminate the authority of its
414 registered agent.

415 (5) (a) Upon the administrative dissolution of a company, the director of the division shall
416 be an additional agent of the dissolved company for purposes of service of process.

417 (b) Service of process on the division under this Subsection (5) is service on the dissolved
418 company.

419 (c) Upon receipt of process under this Subsection (5), the director of the division shall send
420 a copy of the process to the dissolved company at its designated office and a copy of the process
421 to the registered agent of the dissolved company.

422 (6) A notice mailed under this section shall be:

423 (a) mailed first-class, postage prepaid; and

424 (b) addressed to the most current mailing address appearing on the records of the division
425 for:

426 (i) the designated office of the company, if the notice is required to be mailed to the
427 company;

428 (ii) the registered agent of the company, if the notice is required to be mailed to the
429 registered agent; or

430 (iii) any member if the company is member-managed, or to any manager of the company

431 if the company is manager-managed, if the notice is required to be mailed to a member or manager
432 of the company.

Legislative Review Note
as of 1-28-02 9:27 AM

A limited legal review of this legislation raises no obvious constitutional or statutory concerns.

Office of Legislative Research and General Counsel