

1 (c) if there is a change of the registered agent required to be maintained by Section
2 48-2b-123;

3 (d) if the street address or legal name of any manager or member with management
4 authority named in the articles of organization[~~as amended,~~] of a domestic limited liability
5 company, or named in the application for the registration of a foreign limited liability company,
6 has changed, the new street address or legal name of the member or manager; and

7 (e) any change in the persons constituting the managers or members with management
8 authority, of a foreign limited liability company.

9 (2) A change in the person constituting the managers, or members with management
10 authority, of a domestic limited liability company shall be reflected in amended articles of
11 organization, as provided in Section 48-2b-121.

12 (3) The annual report shall be made on forms prescribed and furnished by the division, and
13 the information contained on the annual report shall be given as of the date of execution of the
14 report. The annual report forms shall include a statement notifying the limited liability company
15 that failure to file the annual report will result in the suspension and eventual cancellation of its
16 certificate of organization, in the case of a domestic limited liability company, or of its registration,
17 in the case of a foreign limited liability company authorized to transact business in this state.

18 (4) The annual report shall be signed by any manager or member with management
19 authority. If the registered agent has changed since the last annual report, the annual report shall
20 also be signed by the new registered agent.

21 (5) If the report conforms to the requirements of this chapter, the division shall file the
22 report. If the report does not conform, the division shall mail the report first class postage prepaid
23 to the limited liability company at the street address set forth for its agent for service of process
24 in the certificate of organization or most recent report, for any necessary corrections. If a report
25 is returned, the penalties for failure to file the report within the time prescribed in this section do
26 not apply, as long as the report is corrected and returned to the division within 30 days from the
27 date the nonconforming report was mailed to the limited liability company.

28 Section 2. Section **48-2b-121** is amended to read:

29 **48-2b-121. When amendments required.**

30 (1) The articles of organization of a limited liability company shall be amended when:

31 (a) there is a change in the name of the limited liability company;

1 (b) there is a change in the character of the business of the limited liability company
2 specified in the articles of organization;

3 (c) there is a false or erroneous statement in the articles of organization;

4 (d) there is a change in the time, as stated in the articles of organization, for the dissolution
5 of the limited liability company;

6 (e) there is a change in who is a manager of the limited liability company or, if the limited
7 liability company is managed by its members, a change in who is a member of the limited liability
8 company;

9 (f) the members determine to fix a time, not previously specified in the articles of
10 organization, for the dissolution of the limited liability company; or

11 (g) the members desire to make a change in any other statement in the articles of
12 organization in order for the articles to accurately represent the agreement among them.

13 (2) Each limited liability company shall file with the division a copy of any amendment
14 to the articles within 60 days after the adoption of the amendment.

15 (3) A limited liability company is not required to amend its articles of organization to
16 report a change in:

17 (a) the street or mailing address of a manager or member with management authority; or

18 (b) the legal name of a manager or member with management authority.

Legislative Review Note
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A limited legal review of this bill raises no obvious constitutional or statutory concerns.

Office of Legislative Research and General Counsel