

**DIVISION OF CORPORATIONS AND COMMERCIAL CODE
REPORTING REQUIREMENTS**

2013 GENERAL SESSION

STATE OF UTAH

Chief Sponsor: Daniel McCay

Senate Sponsor: _____

LONG TITLE

General Description:

This bill modifies provisions related to filings with the Division of Corporations and Commercial Code.

Highlighted Provisions:

This bill:

- ▶ modifies references to "annual reports" to "periodic reports";
- ▶ requires the filing of certain periodic reports either annually or every five years, at the option of the entity, for entities filing with the Division of Corporations and Commercial Code; and
- ▶ makes technical and conforming amendments.

Money Appropriated in this Bill:

None

Other Special Clauses:

This bill takes effect on July 1, 2013.

This bill coordinates with S.B. 21, Unincorporated Business Entities, to provide substantive amendments.

Utah Code Sections Affected:

AMENDS:

3-1-25, as last amended by Laws of Utah 2000, Chapter 300



- 28 **3-1-42**, as enacted by Laws of Utah 1994, Chapter 204
- 29 **16-6a-102**, as last amended by Laws of Utah 2009, Chapter 386
- 30 **16-6a-113**, as enacted by Laws of Utah 2000, Chapter 300
- 31 **16-6a-1410**, as last amended by Laws of Utah 2008, Chapter 364
- 32 **16-6a-1515**, as last amended by Laws of Utah 2008, Chapter 364
- 33 **16-6a-1601**, as enacted by Laws of Utah 2000, Chapter 300
- 34 **16-6a-1607**, as last amended by Laws of Utah 2008, Chapter 364
- 35 **16-6a-1608**, as enacted by Laws of Utah 2000, Chapter 300
- 36 **16-6a-1701**, as enacted by Laws of Utah 2000, Chapter 300
- 37 **16-10a-102**, as last amended by Laws of Utah 2008, Chapter 249
- 38 **16-10a-128**, as enacted by Laws of Utah 1992, Chapter 277
- 39 **16-10a-1420**, as last amended by Laws of Utah 2008, Chapter 364
- 40 **16-10a-1530**, as last amended by Laws of Utah 2008, Chapter 364
- 41 **16-10a-1601**, as enacted by Laws of Utah 1992, Chapter 277
- 42 **16-10a-1607**, as last amended by Laws of Utah 2010, Chapter 378
- 43 **16-10a-1608**, as enacted by Laws of Utah 1992, Chapter 277
- 44 **16-11-14**, as last amended by Laws of Utah 2000, Chapter 261
- 45 **16-16-207**, as last amended by Laws of Utah 2010, Chapter 378
- 46 **16-16-1211**, as enacted by Laws of Utah 2008, Chapter 363
- 47 **16-16-1406**, as last amended by Laws of Utah 2010, Chapter 378
- 48 **16-17-301**, as last amended by Laws of Utah 2010, Chapter 378
- 49 **48-1b-1003 (Effective 07/01/13)**, as enacted by Laws of Utah 2011, Chapter 353
- 50 **48-2a-203.5 (Repealed 07/01/13)**, as repealed by Laws of Utah 2011, Chapter 353
- 51 **48-2a-210 (Repealed 07/01/13)**, as repealed by Laws of Utah 2011, Chapter 353
- 52 **48-2c-121 (Repealed 07/01/13)**, as repealed by Laws of Utah 2011, Chapter 353
- 53 **48-2c-122 (Repealed 07/01/13)**, as repealed by Laws of Utah 2011, Chapter 353
- 54 **48-2c-203 (Repealed 07/01/13)**, as repealed by Laws of Utah 2011, Chapter 353
- 55 **48-2c-213 (Repealed 07/01/13)**, as repealed by Laws of Utah 2011, Chapter 353
- 56 **48-2c-309 (Repealed 07/01/13)**, as repealed by Laws of Utah 2011, Chapter 353
- 57 **48-2c-804 (Repealed 07/01/13)**, as repealed by Laws of Utah 2011, Chapter 353
- 58 **48-2c-1206 (Repealed 07/01/13)**, as repealed by Laws of Utah 2011, Chapter 353

- 59 **48-2c-1207 (Repealed 07/01/13)**, as repealed by Laws of Utah 2011, Chapter 353
- 60 **48-2c-1612 (Repealed 07/01/13)**, as repealed by Laws of Utah 2011, Chapter 353
- 61 **48-2c-1902 (Repealed 07/01/13)**, as repealed by Laws of Utah 2011, Chapter 353
- 62 **48-2d-111 (Effective 07/01/13)**, as enacted by Laws of Utah 2011, Chapter 353
- 63 **48-2d-209 (Effective 07/01/13)**, as enacted by Laws of Utah 2011, Chapter 353
- 64 **48-2d-210 (Effective 07/01/13)**, as enacted by Laws of Utah 2011, Chapter 353
- 65 **48-2d-809 (Effective 07/01/13)**, as enacted by Laws of Utah 2011, Chapter 353
- 66 **48-2d-906 (Effective 07/01/13)**, as enacted by Laws of Utah 2011, Chapter 353
- 67 **48-3-208 (Effective 07/01/13)**, as enacted by Laws of Utah 2011, Chapter 353
- 68 **48-3-209 (Effective 07/01/13)**, as enacted by Laws of Utah 2011, Chapter 353
- 69 **48-3-706 (Effective 07/01/13)**, as enacted by Laws of Utah 2011, Chapter 353
- 70 **48-3-806 (Effective 07/01/13)**, as enacted by Laws of Utah 2011, Chapter 353

Utah Code Sections Affected by Coordination Clause:

- 72 **48-1d-1102**, Utah Code Annotated 1953
- 73 **48-1d-1109**, Utah Code Annotated 1953
- 74 **48-2e-115**, Utah Code Annotated 1953
- 75 **48-2e-211**, Utah Code Annotated 1953
- 76 **48-2e-212**, Utah Code Annotated 1953
- 77 **48-2e-810**, Utah Code Annotated 1953
- 78 **48-3a-211**, Utah Code Annotated 1953
- 79 **48-3a-212**, Utah Code Annotated 1953
- 80 **48-3a-708**, Utah Code Annotated 1953

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

Section 1. Section **3-1-25** is amended to read:

3-1-25. Filing of periodic reports.

Domestic associations and foreign associations admitted to do business in this state shall file [~~an annual~~] a periodic report in accordance with Section 16-6a-1607.

Section 2. Section **3-1-42** is amended to read:

3-1-42. Association's records.

(1) An association shall keep as permanent records:

- 90 (a) minutes of meetings of its members and board of directors;
- 91 (b) a record of each action taken by the consent of the members or board of directors
- 92 without a meeting;
- 93 (c) a record of each action taken on behalf of the association by a committee of the
- 94 board of directors in place of the board of directors; and
- 95 (d) a record of waivers of notices of meetings of members, board of directors, or
- 96 committees of the board of directors.
- 97 (2) An association shall maintain:
- 98 (a) appropriate accounting records; and
- 99 (b) a record of the names and addresses of its members and shareholders.
- 100 (3) An association shall maintain its records in written form or in a form capable of
- 101 being converted into written form within a reasonable time.
- 102 (4) An association shall keep a copy of the following records at its principal office:
- 103 (a) its most current articles of incorporation;
- 104 (b) its most current bylaws;
- 105 (c) the minutes of meetings of members, board of directors, and committees for the
- 106 past three years;
- 107 (d) a list of the names and business addresses of its current officers and directors;
- 108 (e) its most recent [~~annual~~] periodic reports delivered to the division as provided under
- 109 Section 3-1-25; and
- 110 (f) financial statements prepared for periods ending during the last three years.
- 111 Section 3. Section **16-6a-102** is amended to read:
- 112 **16-6a-102. Definitions.**
- 113 As used in this chapter:
- 114 (1) (a) "Address" means a location where mail can be delivered by the United States
- 115 Postal Service.
- 116 (b) "Address" includes:
- 117 (i) a post office box number;
- 118 (ii) a rural free delivery route number; and
- 119 (iii) a street name and number.
- 120 (2) "Affiliate" means a person that directly or indirectly through one or more

121 intermediaries controls, or is controlled by, or is under common control with, the person
122 specified.

123 (3) "Articles of incorporation" include:

124 (a) amended articles of incorporation;

125 (b) restated articles of incorporation;

126 (c) articles of merger; and

127 (d) a document of a similar import to the documents described in Subsections (3)(a)

128 through (c).

129 (4) "Assumed corporate name" means a name assumed for use in this state:

130 (a) by a:

131 (i) foreign corporation pursuant to Section 16-10a-1506; or

132 (ii) a foreign nonprofit corporation pursuant to Section 16-6a-1506; and

133 (b) because the corporate name of the foreign corporation described in Subsection

134 (4)(a) is not available for use in this state.

135 (5) (a) Except as provided in Subsection (5)(b), "board of directors" means the body
136 authorized to manage the affairs of a domestic or foreign nonprofit corporation.

137 (b) Notwithstanding Subsection (5)(a), a person may not be considered a member of
138 the board of directors because of a power delegated to that person pursuant to Subsection
139 16-6a-801(2).

140 (6) (a) "Bylaws" means the one or more codes of rules, other than the articles of
141 incorporation, adopted pursuant to this chapter for the regulation or management of the affairs
142 of a domestic or foreign nonprofit corporation irrespective of the one or more names by which
143 the codes of rules are designated.

144 (b) "Bylaws" includes:

145 (i) amended bylaws; and

146 (ii) restated bylaws.

147 (7) (a) "Cash" or "money" means:

148 (i) legal tender;

149 (ii) a negotiable instrument; or

150 (iii) other cash equivalent readily convertible into legal tender.

151 (b) "Cash" and "money" are used interchangeably in this chapter.

152 (8) (a) "Class" means a group of memberships that has the same right with respect to
153 voting, dissolution, redemption, transfer, or other characteristics.

154 (b) For purposes of Subsection (8)(a), a right is considered the same if it is determined
155 by a formula applied uniformly to a group of memberships.

156 (9) (a) "Conspicuous" means so written that a reasonable person against whom the
157 writing is to operate should have noticed the writing.

158 (b) "Conspicuous" includes printing or typing in:

159 (i) italics;

160 (ii) boldface;

161 (iii) contrasting color;

162 (iv) capitals; or

163 (v) underlining.

164 (10) "Control" or a "controlling interest" means the direct or indirect possession of the
165 power to direct or cause the direction of the management and policies of an entity by:

166 (a) the ownership of voting shares;

167 (b) contract; or

168 (c) a means other than those specified in Subsection (10)(a) or (b).

169 (11) Subject to Section 16-6a-207, "cooperative nonprofit corporation" or
170 "cooperative" means a nonprofit corporation organized or existing under this chapter.

171 (12) "Corporate name" means:

172 (a) the name of a domestic corporation as stated in the domestic corporation's articles
173 of incorporation;

174 (b) the name of a domestic nonprofit corporation as stated in the domestic nonprofit
175 corporation's articles of incorporation;

176 (c) the name of a foreign corporation as stated in the foreign corporation's:

177 (i) articles of incorporation; or

178 (ii) document of similar import to articles of incorporation; or

179 (d) the name of a foreign nonprofit corporation as stated in the foreign nonprofit
180 corporation's:

181 (i) articles of incorporation; or

182 (ii) document of similar import to articles of incorporation.

183 (13) "Corporation" or "domestic corporation" means a corporation for profit that:
184 (a) is not a foreign corporation; and
185 (b) is incorporated under or subject to Chapter 10a, Utah Revised Business Corporation
186 Act.
187 (14) "Delegate" means a person elected or appointed to vote in a representative
188 assembly:
189 (a) for the election of a director; or
190 (b) on matters other than the election of a director.
191 (15) "Deliver" includes delivery by mail or another means of transmission authorized
192 by Section 16-6a-103, except that delivery to the division means actual receipt by the division.
193 (16) "Director" means a member of the board of directors.
194 (17) (a) "Distribution" means the payment of a dividend or any part of the income or
195 profit of a nonprofit corporation to the nonprofit corporation's:
196 (i) members;
197 (ii) directors; or
198 (iii) officers.
199 (b) "Distribution" does not include a fair-value payment for:
200 (i) a good sold; or
201 (ii) a service received.
202 (18) "Division" means the Division of Corporations and Commercial Code.
203 (19) "Effective date," when referring to a document filed by the division, means the
204 time and date determined in accordance with Section 16-6a-108.
205 (20) "Effective date of notice" means the date notice is effective as provided in Section
206 16-6a-103.
207 (21) (a) "Employee" includes an officer of a nonprofit corporation.
208 (b) (i) Except as provided in Subsection (21)(b)(ii), "employee" does not include a
209 director of a nonprofit corporation.
210 (ii) Notwithstanding Subsection (21)(b)(i), a director may accept one or more duties
211 that make that director an employee of a nonprofit corporation.
212 (22) "Executive director" means the executive director of the Department of
213 Commerce.

- 214 (23) "Entity" includes:
- 215 (a) a domestic or foreign corporation;
- 216 (b) a domestic or foreign nonprofit corporation;
- 217 (c) a limited liability company;
- 218 (d) a profit or nonprofit unincorporated association;
- 219 (e) a business trust;
- 220 (f) an estate;
- 221 (g) a partnership;
- 222 (h) a trust;
- 223 (i) two or more persons having a joint or common economic interest;
- 224 (j) a state;
- 225 (k) the United States; or
- 226 (l) a foreign government.
- 227 (24) "Foreign corporation" means a corporation for profit incorporated under a law
- 228 other than the laws of this state.
- 229 (25) "Foreign nonprofit corporation" means an entity:
- 230 (a) incorporated under a law other than the laws of this state; and
- 231 (b) that would be a nonprofit corporation if formed under the laws of this state.
- 232 (26) "Governmental entity" means:
- 233 (a) (i) the executive branch of the state;
- 234 (ii) the judicial branch of the state;
- 235 (iii) the legislative branch of the state;
- 236 (iv) an independent entity, as defined in Section 63E-1-102;
- 237 (v) a political subdivision of the state;
- 238 (vi) a state institution of higher education, as defined in Section 53B-3-102;
- 239 (vii) an entity within the state system of public education; or
- 240 (viii) the National Guard; or
- 241 (b) any of the following that is established or controlled by a governmental entity listed
- 242 in Subsection (26)(a) to carry out the public's business:
- 243 (i) an office;
- 244 (ii) a division;

- 245 (iii) an agency;
- 246 (iv) a board;
- 247 (v) a bureau;
- 248 (vi) a committee;
- 249 (vii) a department;
- 250 (viii) an advisory board;
- 251 (ix) an administrative unit; or
- 252 (x) a commission.
- 253 (27) "Governmental subdivision" means:
- 254 (a) a county;
- 255 (b) a city;
- 256 (c) a town; or
- 257 (d) another type of governmental subdivision authorized by the laws of this state.
- 258 (28) "Individual" means:
- 259 (a) a natural person;
- 260 (b) the estate of an incompetent individual; or
- 261 (c) the estate of a deceased individual.
- 262 (29) "Internal Revenue Code" means the federal "Internal Revenue Code of 1986," as
- 263 amended from time to time, or to corresponding provisions of subsequent internal revenue laws
- 264 of the United States of America.
- 265 (30) (a) "Mail," "mailed," or "mailing" means deposit, deposited, or depositing in the
- 266 United States mail, properly addressed, first-class postage prepaid.
- 267 (b) "Mail," "mailed," or "mailing" includes registered or certified mail for which the
- 268 proper fee is paid.
- 269 (31) (a) "Member" means one or more persons identified or otherwise appointed as a
- 270 member of a domestic or foreign nonprofit corporation as provided:
- 271 (i) in the articles of incorporation;
- 272 (ii) in the bylaws;
- 273 (iii) by a resolution of the board of directors; or
- 274 (iv) by a resolution of the members of the nonprofit corporation.
- 275 (b) "Member" includes "voting member."

276 (32) "Membership" refers to the rights and obligations of a member or members.

277 (33) "Mutual benefit corporation" means a nonprofit corporation:

278 (a) that issues shares of stock to its members evidencing a right to receive distribution
279 of water or otherwise representing property rights; or

280 (b) all of whose assets are contributed or acquired by or for the members of the
281 nonprofit corporation or their predecessors in interest to serve the mutual purposes of the
282 members.

283 (34) "Nonprofit corporation" or "domestic nonprofit corporation" means an entity that:

284 (a) is not a foreign nonprofit corporation; and

285 (b) is incorporated under or subject to this chapter.

286 (35) "Notice" is as provided in Section 16-6a-103.

287 (36) "Party related to a director" means:

288 (a) the spouse of the director;

289 (b) a child of the director;

290 (c) a grandchild of the director;

291 (d) a sibling of the director;

292 (e) a parent of the director;

293 (f) the spouse of an individual described in Subsections (36)(b) through (e);

294 (g) an individual having the same home as the director;

295 (h) a trust or estate of which the director or another individual specified in this

296 Subsection (36) is a substantial beneficiary; or

297 (i) any of the following of which the director is a fiduciary:

298 (i) a trust;

299 (ii) an estate;

300 (iii) an incompetent;

301 (iv) a conservatee; or

302 (v) a minor.

303 (37) "Person" means an:

304 (a) individual; or

305 (b) entity.

306 (38) "Principal office" means:

307 (a) the office, in or out of this state, designated by a domestic or foreign nonprofit
308 corporation as its principal office in the most recent document on file with the division
309 providing that information, including:

- 310 (i) [~~an annual~~] a periodic report;
- 311 (ii) an application for a certificate of authority; or
- 312 (iii) a notice of change of principal office; or

313 (b) if no principal office can be determined, a domestic or foreign nonprofit
314 corporation's registered office.

315 (39) "Proceeding" includes:

- 316 (a) a civil suit;
- 317 (b) arbitration;
- 318 (c) mediation;
- 319 (d) a criminal action;
- 320 (e) an administrative action; or
- 321 (f) an investigatory action.

322 (40) "Receive," when used in reference to receipt of a writing or other document by a
323 domestic or foreign nonprofit corporation, means the writing or other document is actually
324 received:

- 325 (a) by the domestic or foreign nonprofit corporation at:
 - 326 (i) its registered office in this state; or
 - 327 (ii) its principal office;
- 328 (b) by the secretary of the domestic or foreign nonprofit corporation, wherever the
329 secretary is found; or
- 330 (c) by another person authorized by the bylaws or the board of directors to receive the
331 writing or other document, wherever that person is found.

332 (41) (a) "Record date" means the date established under Part 6, Members, or Part 7,
333 Member Meetings and Voting, on which a nonprofit corporation determines the identity of the
334 nonprofit corporation's members.

335 (b) The determination described in Subsection (41)(a) shall be made as of the close of
336 business on the record date unless another time for doing so is specified when the record date is
337 fixed.

- 338 (42) "Registered agent" means the registered agent of:
339 (a) a domestic nonprofit corporation; or
340 (b) a foreign nonprofit corporation.
- 341 (43) "Registered office" means the office within this state designated by a domestic or
342 foreign nonprofit corporation as its registered office in the most recent document on file with
343 the division providing that information, including:
344 (a) articles of incorporation;
345 (b) an application for a certificate of authority; or
346 (c) a notice of change of registered office.
- 347 (44) "Secretary" means the corporate officer to whom the bylaws or the board of
348 directors delegates responsibility under Subsection 16-6a-818(3) for:
349 (a) the preparation and maintenance of:
350 (i) minutes of the meetings of:
351 (A) the board of directors; or
352 (B) the members; and
353 (ii) the other records and information required to be kept by the nonprofit corporation
354 pursuant to Section 16-6a-1601; and
355 (b) authenticating records of the nonprofit corporation.
- 356 (45) "Shareholder" means a person in whose name a share is registered in the records
357 of a nonprofit corporation.
- 358 (46) "Share" means a unit of interest in a nonprofit corporation.
- 359 (47) "State," when referring to a part of the United States, includes:
360 (a) a state;
361 (b) a commonwealth;
362 (c) the District of Columbia;
363 (d) an agency or governmental and political subdivision of a state, commonwealth, or
364 District of Columbia;
365 (e) territory or insular possession of the United States; or
366 (f) an agency or governmental and political subdivision of a territory or insular
367 possession of the United States.
- 368 (48) "Street address" means:

- 369 (a) (i) street name and number;
- 370 (ii) city or town; and
- 371 (iii) United States post office zip code designation; or
- 372 (b) if, by reason of rural location or otherwise, a street name, number, city, or town
- 373 does not exist, an appropriate description other than that described in Subsection (48)(a) fixing
- 374 as nearly as possible the actual physical location, but only if the information includes:
 - 375 (i) the rural free delivery route;
 - 376 (ii) the county; and
 - 377 (iii) the United States post office zip code designation.
- 378 (49) "Tribe" means a tribe, band, nation, pueblo, or other organized group or
- 379 community of Indians, including an Alaska Native village, that is legally recognized as eligible
- 380 for and is consistent with a special program, service, or entitlement provided by the United
- 381 States to Indians because of their status as Indians.
 - 382 (50) "Tribal nonprofit corporation" means a nonprofit corporation:
 - 383 (a) incorporated under the law of a tribe; and
 - 384 (b) that is at least 51% owned or controlled by the tribe.
 - 385 (51) "United States" includes a district, authority, office, bureau, commission,
 - 386 department, and another agency of the United States of America.
 - 387 (52) "Vote" includes authorization by:
 - 388 (a) written ballot; and
 - 389 (b) written consent.
 - 390 (53) (a) "Voting group" means all the members of one or more classes of members or
 - 391 directors that, under this chapter, the articles of incorporation, or the bylaws, are entitled to
 - 392 vote and be counted together collectively on a matter.
 - 393 (b) All members or directors entitled by this chapter, the articles of incorporation, or
 - 394 the bylaws to vote generally on a matter are for that purpose a single voting group.
 - 395 (54) (a) "Voting member" means a person entitled to vote for all matters required or
 - 396 permitted under this chapter to be submitted to a vote of the members, except as otherwise
 - 397 provided in the articles of incorporation or bylaws.
 - 398 (b) A person is not a voting member solely because of:
 - 399 (i) a right the person has as a delegate;

400 (ii) a right the person has to designate a director; or

401 (iii) a right the person has as a director.

402 (c) Except as the bylaws may otherwise provide, "voting member" includes a
403 "shareholder" if the nonprofit corporation has shareholders.

404 Section 4. Section **16-6a-113** is amended to read:

405 **16-6a-113. Certificates issued by the division.**

406 (1) Any person may apply to the division for:

407 (a) a certificate of existence for a domestic nonprofit corporation;

408 (b) a certificate of authorization for a foreign nonprofit corporation; or

409 (c) a certificate that sets forth any facts of record in the division.

410 (2) A certificate of existence or certificate of authorization sets forth:

411 (a) (i) the domestic nonprofit corporation's corporate name; or

412 (ii) the foreign nonprofit corporation's corporate name registered in this state;

413 (b) that:

414 (i) (A) the domestic nonprofit corporation is incorporated under the law of this state;

415 and

416 (B) the date of its incorporation; or

417 (ii) the foreign nonprofit corporation is authorized to conduct affairs in this state;

418 (c) that all fees, taxes, and penalties owed to this state have been paid, if:

419 (i) payment is reflected in the records of the division; and

420 (ii) nonpayment affects the existence or authorization of the domestic or foreign
421 nonprofit corporation;

422 (d) that the domestic or foreign nonprofit corporation's most recent [~~annual~~] periodic
423 report required by Section 16-6a-1607 has been filed by the division;

424 (e) that articles of dissolution have not been filed by the division; and

425 (f) other facts of record in the division that may be requested by the applicant.

426 (3) Subject to any qualification stated in the certificate, a certificate issued by the
427 division may be relied upon as conclusive evidence of the facts set forth in the certificate.

428 Section 5. Section **16-6a-1410** is amended to read:

429 **16-6a-1410. Grounds for administrative dissolution.**

430 The division may commence a proceeding under Section 16-6a-1411 for administrative

431 dissolution of a nonprofit corporation if:

432 (1) the nonprofit corporation does not pay when they are due any taxes, fees, or
433 penalties imposed by this chapter or other applicable laws of this state;

434 (2) the nonprofit corporation does not deliver its [~~annual~~] periodic report to the
435 division when it is due;

436 (3) the nonprofit corporation is without a registered agent; or

437 (4) the nonprofit corporation does not give notice to the division that:

438 (a) its registered agent has been changed;

439 (b) its registered agent has resigned; or

440 (c) the nonprofit corporation's period of duration stated in its articles of incorporation
441 expires.

442 Section 6. Section **16-6a-1515** is amended to read:

443 **16-6a-1515. Grounds for revocation.**

444 The division may commence a proceeding under Section 16-6a-1516 to revoke the
445 authority of a foreign nonprofit corporation to conduct affairs in this state if:

446 (1) the foreign nonprofit corporation does not deliver its [~~annual~~] periodic report to the
447 division when it is due;

448 (2) the foreign nonprofit corporation does not pay when they are due any taxes, fees, or
449 penalties imposed by this chapter or other applicable laws of this state;

450 (3) the foreign nonprofit corporation is without a registered agent in this state;

451 (4) the foreign nonprofit corporation does not inform the division by an appropriate
452 filing, within 30 days of the change or resignation, that:

453 (a) its registered agent has changed; or

454 (b) its registered agent has resigned;

455 (5) an incorporator, director, officer, or agent of the foreign nonprofit corporation signs
456 a document knowing it is false in any material respect with intent that the document be
457 delivered to the division for filing; or

458 (6) the division receives a duly authenticated certificate from the division or other
459 official having custody of corporate records in the state or country under whose law the foreign
460 nonprofit corporation is incorporated stating that the foreign nonprofit corporation has
461 dissolved or disappeared as the result of a merger.

462 Section 7. Section **16-6a-1601** is amended to read:

463 **16-6a-1601. Corporate records.**

464 (1) A nonprofit corporation shall keep as permanent records:

465 (a) minutes of all meetings of its members and board of directors;

466 (b) a record of all actions taken by the members or board of directors without a
467 meeting;

468 (c) a record of all actions taken by a committee of the board of directors in place of the
469 board of directors on behalf of the nonprofit corporation; and

470 (d) a record of all waivers of notices of meetings of members and of the board of
471 directors or any committee of the board of directors.

472 (2) A nonprofit corporation shall maintain appropriate accounting records.

473 (3) A nonprofit corporation or its agent shall maintain a record of its members in a
474 form that permits preparation of a list of the name and address of all members:

475 (a) in alphabetical order, by class; and

476 (b) showing the number of votes each member is entitled to vote.

477 (4) A nonprofit corporation shall maintain its records in written form or in another
478 form capable of conversion into written form within a reasonable time.

479 (5) A nonprofit corporation shall keep a copy of each of the following records at its
480 principal office:

481 (a) its articles of incorporation;

482 (b) its bylaws;

483 (c) resolutions adopted by its board of directors relating to the characteristics,
484 qualifications, rights, limitations, and obligations of members or any class or category of
485 members;

486 (d) the minutes of all members' meetings for a period of three years;

487 (e) records of all action taken by members without a meeting, for a period of three
488 years;

489 (f) all written communications to members generally as members for a period of three
490 years;

491 (g) a list of the names and business or home addresses of its current directors and
492 officers;

493 (h) a copy of its most recent [~~annual~~] periodic report delivered to the division under
494 Section 16-6a-1607; and

495 (i) all financial statements prepared for periods ending during the last three years that a
496 member could have requested under Section 16-6a-1606.

497 Section 8. Section **16-6a-1607** is amended to read:

498 **16-6a-1607. Periodic report for division.**

499 (1) [~~Each~~] A domestic nonprofit corporation, and [~~each~~] a foreign nonprofit
500 corporation authorized to conduct affairs in this state, shall deliver to the division for filing [~~an~~
501 ~~annual~~] a periodic report on a form provided by the division that sets forth:

502 (a) (i) the corporate name of the domestic or foreign nonprofit corporation; and

503 (ii) any assumed corporate name of the foreign nonprofit corporation;

504 (b) the jurisdiction under whose law it is incorporated;

505 (c) the information required by Subsection 16-17-203(1);

506 (d) the street address of its principal office, wherever located; and

507 (e) the names and addresses of its directors and principal officers.

508 (2) The division shall deliver a copy of the prescribed form of [~~annual~~] a periodic
509 report to each domestic nonprofit corporation and each foreign nonprofit corporation
510 authorized to conduct affairs in this state.

511 (3) Information in the [~~annual~~] periodic report shall be current as of the date the
512 [~~annual~~] periodic report is executed on behalf of the nonprofit corporation.

513 (4) (a) [~~The annual report of a~~] A domestic or foreign nonprofit corporation shall [~~be~~
514 ~~delivered annually~~] deliver the periodic report either annually or every five years to the division
515 no later than 60 days past the date the report was mailed by the division.

516 (b) The domestic or foreign nonprofit corporation makes the election of either filing a
517 periodic report annually or every five years. The division shall impose the same filing fee for
518 filing annually or every five years.

519 [~~(b)~~] (c) Proof to the satisfaction of the division that the nonprofit corporation has
520 mailed [~~an annual~~] a periodic report form is considered in compliance with this Subsection (4).

521 (5) (a) If [~~an annual~~] a periodic report contains the information required by this section,
522 the division shall file it.

523 (b) If [~~an annual~~] a periodic report does not contain the information required by this

524 section, the division shall promptly notify the reporting domestic or foreign nonprofit
525 corporation in writing and return the [~~annual~~] periodic report to it for correction.

526 (c) If [~~an annual~~] a periodic report that is rejected under Subsection (5)(b) was
527 otherwise timely filed and is corrected to contain the information required by this section and
528 delivered to the division within 30 days after the effective date of the notice of rejection, the
529 [~~annual~~] periodic report is considered to be timely filed.

530 (6) The fact that an individual's name is signed on [~~an annual~~] a periodic report form is
531 prima facie evidence for division purposes that the individual is authorized to certify the report
532 on behalf of the nonprofit corporation.

533 (7) The [~~annual~~] periodic report form provided by the division may be designed to
534 provide a simplified certification by the nonprofit corporation if no changes have been made in
535 the required information from the last preceding report filed.

536 (8) A domestic or foreign nonprofit corporation may, but may not be required to,
537 deliver to the division for filing an amendment to its [~~annual~~] periodic report reflecting any
538 change in the information contained in its [~~annual~~] periodic report as last amended.

539 Section 9. Section **16-6a-1608** is amended to read:

540 **16-6a-1608. Statement of person named as director or officer.**

541 Any person named as a director or officer of a domestic or foreign nonprofit
542 corporation in [~~an annual~~] a periodic report or other document on file with the division may, if
543 that person does not hold the named position, deliver to the division for filing a statement
544 setting forth:

545 (1) that person's name;

546 (2) the domestic or foreign nonprofit corporation's name;

547 (3) information sufficient to identify the report or other document in which the person
548 is named as a director or officer; and

549 (4) (a) the date on which the person ceased to be a director or officer of the domestic or
550 foreign nonprofit corporation; or

551 (b) a statement that the person did not hold the position for which the person was
552 named in the corporate report or other document.

553 Section 10. Section **16-6a-1701** is amended to read:

554 **16-6a-1701. Application to existing domestic nonprofit corporations -- Reports of**

555 **domestic and foreign nonprofit corporation.**

556 (1) Except as otherwise provided in Section 16-6a-1704, this chapter applies to
557 domestic nonprofit corporations as follows:

558 (a) domestic nonprofit corporations in existence on April 30, 2001, that were
559 incorporated under any general statute of this state providing for incorporation of nonprofit
560 corporations, including all nonprofit corporations organized under any former provisions of
561 Title 16, Chapter 6, Utah Nonprofit Corporation and Co-operative Association Act;

562 (b) mutual irrigation, canal, ditch, reservoir, and water companies and water users'
563 associations organized and existing under the laws of this state on April 30, 2001;

564 (c) corporations organized under the provisions of Title 16, Chapter 7, Corporations
565 Sole, for purposes of applying all provisions relating to merger or consolidation; and

566 (d) to actions taken by the directors, officers, and members of the entities described in
567 Subsections (1)(a), (b), and (c) after April 30, 2001.

568 (2) Domestic nonprofit corporations to which this chapter applies, that are organized
569 and existing under the laws of this state on April 30, 2001:

570 (a) shall continue in existence with all the rights and privileges applicable to nonprofit
571 corporations organized under this chapter; and

572 (b) from April 30, 2001 shall have all the rights and privileges and shall be subject to
573 all the remedies, restrictions, liabilities, and duties prescribed in this chapter except as
574 otherwise specifically provided in this chapter.

575 (3) Every existing domestic nonprofit corporation and foreign nonprofit corporation
576 qualified to conduct affairs in this state on April 30, 2001 shall file [~~an annual~~] a periodic
577 report with the division setting forth the information prescribed by Section 16-6a-1607. The
578 [~~annual~~] periodic report shall be filed at such time as would have been required had this chapter
579 not taken effect and shall be filed [~~annually~~] thereafter as required in Section 16-6a-1607.

580 Section 11. Section **16-10a-102** is amended to read:

581 **16-10a-102. Definitions.**

582 As used in this chapter:

583 (1) (a) "Address" means a location where mail can be delivered by the United States
584 Postal Service.

585 (b) "Address" includes:

- 586 (i) a post office box number;
- 587 (ii) a rural free delivery route number; and
- 588 (iii) a street name and number.
- 589 (2) "Affiliate" means a person that directly or indirectly through one or more
- 590 intermediaries controls, or is controlled by, or is under common control with, the person
- 591 specified.
- 592 (3) "Assumed corporate name" means a name assumed for use in this state by a foreign
- 593 corporation pursuant to Section 16-10a-1506 because its corporate name is not available for
- 594 use in this state.
- 595 (4) "Articles of incorporation" include:
- 596 (a) amended and restated articles of incorporation;
- 597 (b) articles of merger; and
- 598 (c) a document of a similar import to those described in Subsections (4)(a) and (b).
- 599 (5) "Authorized shares" means the shares of all classes a domestic or foreign
- 600 corporation is authorized to issue.
- 601 (6) "Bylaws" includes amended bylaws and restated bylaws.
- 602 (7) "Cash" and "money" are used interchangeably in this chapter and mean:
- 603 (a) legal tender;
- 604 (b) a negotiable instrument; and
- 605 (c) a cash equivalent readily convertible into legal tender.
- 606 (8) "Conspicuous" means so written that a reasonable person against whom the writing
- 607 is to operate should have noticed it, including printing or typing in:
- 608 (a) italics;
- 609 (b) boldface;
- 610 (c) contrasting color;
- 611 (d) capitals; or
- 612 (e) underlining.
- 613 (9) "Control" or a "controlling interest" means the direct or indirect possession of the
- 614 power to direct or cause the direction of the management and policies of an entity, whether
- 615 through the ownership of voting shares, by contract, or otherwise.
- 616 (10) "Corporate name" means:

617 (a) the name of a domestic corporation or a domestic nonprofit corporation as stated in
618 its articles of incorporation; or

619 (b) the name of a foreign corporation or a foreign nonprofit corporation as stated in its
620 articles of incorporation or document of similar import.

621 (11) "Corporation" or "domestic corporation" means a corporation for profit that:

622 (a) is not a foreign corporation; and

623 (b) is incorporated under or subject to this chapter.

624 (12) "Deliver" includes delivery by mail or another means of transmission authorized
625 by Section 16-10a-103, except that delivery to the division means actual receipt by the division.

626 (13) (a) "Distribution" means the following by a corporation to or for the benefit of its
627 shareholders in respect of any of the corporation's shares:

628 (i) a direct or indirect transfer of money or other property, other than a corporation's
629 own shares; or

630 (ii) incurrence of indebtedness by the corporation.

631 (b) A distribution may be in the form of:

632 (i) a declaration or payment of a dividend;

633 (ii) a purchase, redemption, or other acquisition of shares;

634 (iii) distribution of indebtedness; or

635 (iv) another form.

636 (14) "Division" means the Division of Corporations and Commercial Code.

637 (15) "Effective date," when referring to a document filed by the division, means the
638 time and date determined in accordance with Section 16-10a-123.

639 (16) "Effective date of notice" means the date notice is effective as provided in Section
640 16-10a-103.

641 (17) "Electronic transmission" or "electronically transmitted" means a process of
642 communication not directly involving the physical transfer of paper that is suitable for the
643 receipt, retention, retrieval, and reproduction of information by the recipient, whether by
644 e-mail, facsimile, or otherwise.

645 (18) "Employee" includes an officer but not a director, unless the director accepts a
646 duty that makes that director also an employee.

647 (19) "Entity" includes:

- 648 (a) a domestic and foreign corporation;
- 649 (b) a nonprofit corporation;
- 650 (c) a limited liability company;
- 651 (d) a profit or nonprofit unincorporated association;
- 652 (e) a business trust;
- 653 (f) an estate;
- 654 (g) a partnership;
- 655 (h) a trust;
- 656 (i) two or more persons having a joint or common economic interest;
- 657 (j) a state;
- 658 (k) the United States; and
- 659 (l) a foreign government.
- 660 (20) "Foreign corporation" means a corporation for profit incorporated under a law
661 other than the law of this state.
- 662 (21) "Governmental subdivision" means:
 - 663 (a) county;
 - 664 (b) municipality; or
 - 665 (c) another type of governmental subdivision authorized by the laws of this state.
- 666 (22) "Individual" means:
 - 667 (a) a natural person;
 - 668 (b) the estate of an incompetent individual; or
 - 669 (c) the estate of a deceased individual.
- 670 (23) "Mail," "mailed," or "mailing" means deposit, deposited, or depositing in the
671 United States mail, properly addressed, first class postage prepaid, and includes registered or
672 certified mail for which the proper fee is paid.
- 673 (24) "Notice" is as provided in Section 16-10a-103.
- 674 (25) "Principal office" means the office, in or out of this state, designated by a
675 domestic or foreign corporation as its principal office in the most recent document on file with
676 the division providing the information, including:
 - 677 (a) [~~an annual~~] a periodic report;
 - 678 (b) an application for a certificate of authority; or

679 (c) a notice of change of principal office.

680 (26) "Proceeding" includes:

681 (a) a civil suit;

682 (b) arbitration or mediation; and

683 (c) a criminal, administrative, or investigatory action.

684 (27) "Qualified shares" means, with respect to a director's conflicting interest

685 transaction pursuant to Section 16-10a-853, one or more shares entitled to vote on the

686 transaction, except a share:

687 (a) that, to the knowledge, before the vote, of the secretary, other officer, or agent of
688 the corporation authorized to tabulate votes, is beneficially owned; or

689 (b) the voting of which is controlled, by:

690 (i) a director who has a conflicting interest respecting the transaction;

691 (ii) a related person of that director; or

692 (iii) a person referred to in Subsections (27)(b)(i) and (ii).

693 (28) "Receive," when used in reference to receipt of a writing or other document by a
694 domestic or foreign corporation, means the writing or other document is actually received by:

695 (a) the corporation at its:

696 (i) registered office in this state; or

697 (ii) principal office;

698 (b) the secretary of the corporation, wherever the secretary is found; or

699 (c) another person authorized by the bylaws or the board of directors to receive the
700 writing or other document, wherever that person is found.

701 (29) (a) "Record date" means the date established under Part 6, Shares and

702 Distributions, or Part 7, Shareholders, on which a corporation determines the identity of its
703 shareholders.

704 (b) The determination under Subsection (29)(a) shall be made as of the close of
705 business on the record date unless another time for doing so is specified when the record date is
706 fixed.

707 (30) "Registered office" means the office within this state designated by a domestic or
708 foreign corporation as its registered office in the most recent document on file with the division
709 providing that information, including:

- 710 (a) articles of incorporation;
- 711 (b) an application for a certificate of authority; or
- 712 (c) a notice of change of registered office.
- 713 (31) "Related person" of a director means:
- 714 (a) the spouse of the director;
- 715 (b) a child, grandchild, sibling, or parent of the director;
- 716 (c) the spouse of a child, grandchild, sibling, or parent of the director;
- 717 (d) an individual having the same home as the director;
- 718 (e) a trust or estate of which the director or any other individual specified in this
- 719 Subsection (31) is a substantial beneficiary; or
- 720 (f) a trust, estate, incompetent, conservatee, or minor of which the director is a
- 721 fiduciary.
- 722 (32) "Secretary" means the corporate officer to whom the bylaws or the board of
- 723 directors delegates responsibility under Subsection 16-10a-830(3) for:
- 724 (a) the preparation and maintenance of:
- 725 (i) minutes of the meetings of the board of directors and of the shareholders; and
- 726 (ii) the other records and information required to be kept by the corporation by Section
- 727 16-10a-830; and
- 728 (b) authenticating records of the corporation.
- 729 (33) "Share" means the unit into which the proprietary interests in a corporation are
- 730 divided.
- 731 (34) (a) "Shareholder" means:
- 732 (i) the person in whose name a share is registered in the records of a corporation; or
- 733 (ii) the beneficial owner of a share to the extent recognized pursuant to Section
- 734 16-10a-723.
- 735 (b) For purposes of this chapter:
- 736 (i) the following, identified as a shareholder in a corporation's current record of
- 737 shareholders, constitute one shareholder:
- 738 (A) (I) three or fewer coowners; or
- 739 (II) in the case of more than three coowners, each coowner in excess of the first three is
- 740 counted as a separate shareholder;

741 (B) a corporation, limited liability company, partnership, trust, estate, or other entity;
742 and

743 (C) the trustees, guardians, custodians, or other fiduciaries of a single trust, estate, or
744 account;

745 (ii) shareholdings registered in substantially similar names constitute one shareholder if
746 it is reasonable to believe that the names represent the same person; and

747 (iii) if the record of a shareholder is not maintained in accordance with accepted
748 practice, an additional person who would be identified as an owner on that record if it had been
749 maintained in accordance with accepted practice shall be included as a holder of record.

750 (35) "Subscriber" means a person who subscribes for shares in a corporation, whether
751 before or after incorporation.

752 (36) "Tribe" means a tribe, band, nation, pueblo, or other organized group or
753 community of Indians, including an Alaska Native village, that is legally recognized as eligible
754 for and is consistent with a special program, service, or entitlement provided by the United
755 States to Indians because of their status as Indians.

756 (37) "Tribal corporation" means a corporation:

757 (a) incorporated under the law of a tribe; and

758 (b) that is at least 51% owned or controlled by the tribe.

759 (38) (a) "Voting group" means all shares of one or more classes or series that under the
760 articles of incorporation or this chapter are entitled to vote and be counted together collectively
761 on a matter at a meeting of shareholders.

762 (b) All shares entitled by the articles of incorporation or this chapter to vote generally
763 on the matter are for that purpose a single voting group.

764 Section 12. Section **16-10a-128** is amended to read:

765 **16-10a-128. Certificates issued by the division.**

766 (1) Anyone may apply to the division for a certificate of existence for a domestic
767 corporation, a certificate of authorization for a foreign corporation, or a certificate that sets
768 forth any facts of record in the office of the division.

769 (2) A certificate of existence or authorization sets forth:

770 (a) the domestic corporation's corporate name or the foreign corporation's corporate
771 name registered in this state;

- 772 (b) that:
- 773 (i) the domestic corporation is duly incorporated under the law of this state and the date
- 774 of its incorporation; or
- 775 (ii) the foreign corporation is authorized to transact business in this state;
- 776 (c) that all fees, taxes, and penalties owed to this state have been paid, if:
- 777 (i) payment is reflected in the records of the division; and
- 778 (ii) nonpayment affects the existence or authorization of the domestic or foreign
- 779 corporation;
- 780 (d) that its most recent [~~annual~~] periodic report required by Section 16-10a-1607 has
- 781 been filed by the division;
- 782 (e) that articles of dissolution have not been filed; and
- 783 (f) other facts of record in the office of the division that may be requested by the
- 784 applicant.

785 (3) Subject to any qualification stated in the certificate, a certificate issued by the

786 division may be relied upon as conclusive evidence of the facts set forth in the certificate.

787 Section 13. Section **16-10a-1420** is amended to read:

788 **16-10a-1420. Grounds for administrative dissolution.**

789 The division may commence a proceeding under Section 16-10a-1421 for

790 administrative dissolution of a corporation if:

- 791 (1) the corporation does not pay when they are due any taxes, fees, or penalties
- 792 imposed by this chapter or other applicable laws of this state;
- 793 (2) the corporation does not deliver a corporate or [~~annual~~] periodic report to the
- 794 division when it is due;
- 795 (3) the corporation is without a registered agent in this state for 30 days or more;
- 796 (4) the corporation does not give notice to the division within 30 days that its registered
- 797 agent has been changed or that its registered agent has resigned; or
- 798 (5) the corporation's period of duration stated in its articles of incorporation expires.

799 Section 14. Section **16-10a-1530** is amended to read:

800 **16-10a-1530. Grounds for revocation.**

801 The division may commence a proceeding under Section 16-10a-1531 to revoke the

802 authority of a foreign corporation to transact business in this state if:

803 (1) the foreign corporation does not deliver its [~~annual~~] periodic report to the division
804 when it is due;

805 (2) the foreign corporation does not pay when they are due any taxes, fees, or penalties
806 imposed by this chapter or other applicable laws of this state;

807 (3) the foreign corporation is without a registered agent in this state for 30 days or
808 more;

809 (4) the foreign corporation does not inform the division by an appropriate filing within
810 30 days of the change or resignation that its registered agent has changed or that its registered
811 agent has resigned;

812 (5) an incorporator, director, officer, or agent of the foreign corporation signs a
813 document knowing it is false in any material respect with intent that the document be delivered
814 to the division for filing; or

815 (6) the division receives a duly authenticated certificate from the lieutenant governor or
816 other official having custody of corporate records in the state or country under whose law the
817 foreign corporation is incorporated stating that the corporation has dissolved or disappeared as
818 the result of a merger.

819 Section 15. Section **16-10a-1601** is amended to read:

820 **16-10a-1601. Corporate records.**

821 (1) A corporation shall keep as permanent records minutes of all meetings of its
822 shareholders and board of directors, a record of all actions taken by the shareholders or board
823 of directors without a meeting, and a record of all actions taken on behalf of the corporation by
824 a committee of the board of directors in place of the board of directors, and a record of all
825 waivers of notices of meetings of shareholders, meetings of the board of directors, or any
826 meetings of committees of the board of directors.

827 (2) A corporation shall maintain appropriate accounting records.

828 (3) A corporation or its agent shall maintain a record of the names and addresses of its
829 shareholders, in a form that permits preparation of a list of shareholders:

830 (a) that is arranged by voting group and within each voting group by class or series of
831 shares;

832 (b) that is in alphabetical order within each class or series; and

833 (c) that shows the address of and the number of shares of each class and series held by

834 each shareholder.

835 (4) A corporation shall maintain its records in written form or in any form capable of
836 conversion into written form within a reasonable time.

837 (5) A corporation shall keep a copy of the following records at its principal office:

838 (a) its articles of incorporation currently in effect;

839 (b) its bylaws currently in effect;

840 (c) the minutes of all shareholders' meetings, and records of all action taken by
841 shareholders without a meeting, for the past three years;

842 (d) all written communications within the past three years to shareholders as a group or
843 to the holders of any class or series of shares as a group;

844 (e) a list of the names and business addresses of its current officers and directors;

845 (f) its most recent [~~annual~~] periodic report delivered to the division under Section
846 16-10a-1607; and

847 (g) all financial statements prepared for periods ending during the last three years that a
848 shareholder could request under Section 16-10a-1605.

849 Section 16. Section **16-10a-1607** is amended to read:

850 **16-10a-1607. Periodic report for division.**

851 (1) [~~Each~~] A domestic corporation, and [~~each~~] a foreign corporation authorized to
852 transact business in this state, shall deliver to the division for filing [~~an annual~~] a periodic
853 report on a form provided by the division that sets forth:

854 (a) the corporate name of the domestic or foreign corporation and any assumed
855 corporate name of the foreign corporation;

856 (b) the jurisdiction under whose law it is incorporated;

857 (c) the information required by Subsection 16-17-203(1);

858 (d) the street address of its principal office, wherever located; and

859 (e) the names of its principal officers.

860 (2) The division shall deliver a copy of the prescribed form of [~~annual~~] a periodic
861 report to each domestic corporation and each foreign corporation authorized to transact
862 business in this state.

863 (3) Information in the [~~annual~~] periodic report shall be current as of the date the
864 [~~annual~~] periodic report is executed on behalf of the corporation.

865 (4) ~~(a)~~ ~~[The annual report of a]~~ A domestic or foreign corporation shall ~~[be delivered~~
866 ~~annually]~~ deliver a periodic report annually or every five years to the division no later than the
867 end of the second calendar month following the calendar month in which the periodic report
868 form is mailed by the division. Proof to the satisfaction of the division that the corporation has
869 mailed ~~[an annual]~~ a periodic report form is considered in compliance with this Subsection (4).

870 (b) The domestic or foreign corporation makes the election of either filing a periodic
871 report annually or every five years. The division shall impose the same filing fee for filing
872 annually or every five years.

873 (5) If ~~[an annual]~~ a periodic report contains the information required by this section,
874 the division shall file it. If a report does not contain the information required by this section,
875 the division shall promptly notify the reporting domestic or foreign corporation in writing and
876 return the periodic report to it for correction. If the periodic report was otherwise timely filed
877 and is corrected to contain the information required by this section and delivered to the division
878 within 30 days after the effective date of the notice of rejection, the ~~[annual]~~ periodic report is
879 considered to be timely filed.

880 (6) The fact that an individual's name is signed on ~~[an annual]~~ a periodic report form is
881 prima facie evidence for division purposes that the individual is authorized to certify the report
882 on behalf of the corporation.

883 (7) The ~~[annual]~~ periodic report form provided by the division may be designed to
884 provide a simplified certification by the corporation if no changes have been made in the
885 required information from the last preceding periodic report filed.

886 (8) A domestic or foreign corporation may, but may not be required to, deliver to the
887 division for filing an amendment to its ~~[annual]~~ periodic report reflecting any change in the
888 information contained in its ~~[annual]~~ periodic report as last amended.

889 Section 17. Section **16-10a-1608** is amended to read:

890 **16-10a-1608. Statement of person named as director or officer.**

891 ~~[(t)]~~ Any person named as a director or officer of a domestic or foreign corporation in
892 ~~[an annual]~~ a periodic report or other document on file with the division may, if ~~[he]~~ the person
893 does not hold the named position, deliver to the division for filing a statement setting forth:

894 ~~[(a) his]~~ (1) the person's name;

895 ~~[(b)]~~ (2) the domestic or foreign corporation's name;

896 ~~[(e)]~~ (3) information sufficient to identify the report or other document in which ~~[he]~~
897 the person is named as a director or officer; and

898 ~~[(d)]~~ (4) the date on which ~~[he]~~ the person ceased to be a director or officer of the
899 domestic or foreign corporation, or a statement that ~~[he]~~ the person did not hold the position for
900 which ~~[he]~~ the person was named in the corporate report or other document.

901 Section 18. Section **16-11-14** is amended to read:

902 **16-11-14. Periodic report -- Filing -- Contents -- Filing fee.**

903 ~~[During]~~ (1) Either annually or every five years during the month of the anniversary
904 date of incorporation, each professional corporation shall file with the division ~~[an annual]~~ a
905 periodic report as specified by Section 16-10a-1607[;]:

906 (a) giving the names and residence addresses of all shareholders of the professional
907 corporation as of its anniversary date of incorporation next preceding[;]; and

908 (b) certifying that all of the shareholders are duly licensed to render the same specific
909 professional services as those for which the corporation was organized or otherwise qualify to
910 be shareholders pursuant to the applicable licensing act for the profession for which the
911 corporation was organized.

912 (2) A professional corporation makes the election of either filing a periodic report
913 annually or every five years. The division shall impose the same filing fee for filing annually
914 or every five years.

915 Section 19. Section **16-16-207** is amended to read:

916 **16-16-207. Periodic report for division.**

917 (1) A limited cooperative association or foreign cooperative authorized to transact
918 business in this state shall deliver to the division for filing ~~[an annual]~~ a periodic report that
919 states:

920 (a) the name of the association or foreign cooperative;

921 (b) the street address and, if different, mailing address of the association's or foreign
922 cooperative's designated office and the name of its agent for service of process at the
923 designated office;

924 (c) the street address and, if different, mailing address of the association's or foreign
925 cooperative's principal office; and

926 (d) in the case of a foreign cooperative, the state or other jurisdiction under whose law

927 the foreign cooperative is formed and any alternative name adopted under Section 16-16-1405.

928 (2) Information in [~~an annual~~] a periodic report shall be current as of the date the report
929 is delivered to the division.

930 (3) (a) The first [~~annual~~] periodic report shall be delivered to the division between
931 January 1 and April 1 of the year following the calendar year in which the limited cooperative
932 association is formed or the foreign cooperative is authorized to transact business in this state.
933 For subsequent years, [~~an annual~~] a periodic report shall be delivered to the division either
934 annually or every five years during the month in which falls the anniversary of the limited
935 cooperative association's organization or the foreign cooperative's authorization to transact
936 business.

937 (b) The limited cooperative association or foreign cooperative makes the election of
938 either filing a periodic report annually or every five years. The division shall impose the same
939 filing fee for filing annually or every five years.

940 (4) If [~~an annual~~] a periodic report does not contain the information required by
941 Subsection (1), the division shall promptly notify the reporting limited cooperative association
942 or foreign cooperative and return the periodic report for correction. If the periodic report is
943 corrected to contain the information required by Subsection (1) and delivered to the division
944 not later than 30 days after the date of the notice from the division, it is timely delivered.

945 (5) If a filed [~~annual~~] periodic report contains an address of the designated office, name
946 of the agent for service of process, or address of the principal office which differs from the
947 information shown in the records of the division immediately before the filing, the differing
948 information in the [~~annual~~] periodic report is considered a statement of change.

949 (6) If a limited cooperative association fails to deliver [~~an annual~~] a periodic report
950 under this section, the division may proceed under Section 16-16-1211 to dissolve the
951 association administratively.

952 (7) If a foreign cooperative fails to deliver [~~an annual~~] a periodic report under this
953 section, the division may revoke the certificate of authority of the cooperative.

954 Section 20. Section **16-16-1211** is amended to read:

955 **16-16-1211. Administrative dissolution.**

956 (1) The division may dissolve a limited cooperative association administratively if the
957 association does not:

958 (a) pay, not later than 60 days after the due date, any fee, tax, or penalty due to the
959 division under this chapter or other law; or

960 (b) deliver not later than 60 days after the due date its [~~annual~~] periodic report to the
961 division.

962 (2) If the division determines that a ground exists for dissolving a limited cooperative
963 association administratively, the division shall file a record of the determination and serve the
964 association with a copy of the record.

965 (3) If, not later than 60 days after service of a copy of the division's determination
966 under Subsection (2), the association does not correct each ground for dissolution or
967 demonstrate to the satisfaction of the division that each uncorrected ground determined by the
968 division does not exist, the division shall dissolve the association administratively by preparing
969 and filing a declaration of dissolution which states the grounds for dissolution. The division
970 shall serve the association with a copy of the declaration.

971 (4) A limited cooperative association that has been dissolved administratively
972 continues its existence only for purposes of winding up its activities.

973 (5) The administrative dissolution of a limited cooperative association does not
974 terminate the authority of its agent for service of process.

975 Section 21. Section **16-16-1406** is amended to read:

976 **16-16-1406. Revocation of certificate of authority.**

977 (1) A certificate of authority may be revoked by the division in the manner provided in
978 Subsection (2) if the foreign cooperative does not:

979 (a) pay, not later than 60 days after the due date, any fee, tax, or penalty due to the
980 division under this chapter or any other law of this state;

981 (b) deliver, not later than 60 days after the due date, its [~~annual~~] periodic report;

982 (c) appoint and maintain an agent for service of process; or

983 (d) deliver for filing a statement of change not later than 30 days after a change has
984 occurred in the name of the agent or the address of the foreign cooperative's designated office.

985 (2) To revoke a certificate of authority, the division shall file a notice of revocation and
986 send a copy to the foreign cooperative's registered agent for service of process in this state or, if
987 the foreign cooperative does not appoint and maintain an agent for service of process in this
988 state, to the foreign cooperative's principal office. The notice shall state:

989 (a) the revocation's effective date, which shall be at least 60 days after the date the
990 division sends the copy; and

991 (b) the foreign cooperative's noncompliance that is the reason for the revocation.

992 (3) The authority of a foreign cooperative to transact business in this state ceases on the
993 effective date of the notice of revocation unless before that date the foreign cooperative cures
994 each failure to comply stated in the notice. If the foreign cooperative cures the failures, the
995 division shall so indicate on the filed notice.

996 Section 22. Section **16-17-301** is amended to read:

997 **16-17-301. Service of process on entities.**

998 (1) A registered agent is an agent of the represented entity authorized to receive service
999 of any process, notice, or demand required or permitted by law to be served on the entity.

1000 (2) If an entity that previously filed a registered agent filing with the division no longer
1001 has a registered agent, or if its registered agent cannot with reasonable diligence be served, the
1002 entity may be served by registered or certified mail, return receipt requested, addressed to the
1003 governors of the entity by name at its principal office in accordance with any applicable
1004 judicial rules and procedures. The names of the governors and the address of the principal
1005 office may be as shown in the most recent [~~annual~~] periodic report filed with the division.
1006 Service is perfected under this Subsection (2) at the earliest of:

1007 (a) the date the entity receives the mail;

1008 (b) the date shown on the return receipt, if signed on behalf of the entity; or

1009 (c) five days after its deposit with the United States Postal Service, if correctly
1010 addressed and with sufficient postage.

1011 (3) If process, notice, or demand cannot be served on an entity pursuant to Subsection
1012 (1) or (2), service of process may be made by handing a copy to the manager, clerk, or other
1013 person in charge of any regular place of business or activity of the entity if the person served is
1014 not a plaintiff in the action.

1015 (4) Service of process, notice, or demand on a registered agent shall be in the form of a
1016 written document, except that service may be made on a commercial registered agent in such
1017 other forms of a record, and subject to such requirements as the agent has stated from time to
1018 time in its listing under Section 16-17-204 that it will accept.

1019 (5) Service of process, notice, or demand may be perfected by any other means

1020 prescribed by law other than this chapter.

1021 Section 23. Section **48-1b-1003 (Effective 07/01/13)** is amended to read:

1022 **48-1b-1003 (Effective 07/01/13). Periodic report.**

1023 (1) A limited liability partnership, and a foreign limited liability partnership authorized
1024 to transact business in this state, shall file [~~an annual~~] a periodic report either annually or every
1025 five years with the division [~~which~~] that contains:

1026 (a) the name of the limited liability partnership and the state or other jurisdiction under
1027 whose laws the foreign limited liability partnership is formed;

1028 (b) the street address of the partnership's chief executive office and, if different, the
1029 street address of an office of the partnership in this state, if any; and

1030 (c) if the partnership does not have an office in this state, the information required by
1031 Subsection 16-17-203(1).

1032 (2) (a) Following the calendar year in which a partnership files a statement of
1033 qualification or a foreign partnership becomes authorized to transact business in this state, the
1034 partnership shall file [~~an annual~~] a periodic report:

1035 [~~(a)~~] (i) during the month of its anniversary date of formation, in the case of a domestic
1036 partnership; or

1037 [~~(b)~~] (ii) during the month of the anniversary date of being granted authority to transact
1038 business in this state, in the case of a foreign partnership authorized to transact business in this
1039 state.

1040 (b) The domestic limited liability partnership or foreign limited liability partnership
1041 makes the election of either filing a periodic report annually or every five years. The division
1042 shall impose the same filing fee for filing annually or every five years.

1043 (3) (a) The division may revoke the statement of qualification of a partnership that fails
1044 to:

1045 (i) file [~~an annual~~] a periodic report when due; or

1046 (ii) pay the required filing fee, established in accordance with Section 63J-1-504.

1047 (b) To take an action under this Subsection (3), the division shall provide the
1048 partnership at least 60 days' written notice of intent to revoke the statement. The notice must
1049 be mailed to the partnership at its chief executive office set forth in the last filed statement of
1050 qualification or [~~annual~~] periodic report. The notice must specify the [~~annual~~] periodic report

1051 that has not been filed, the fee that has not been paid, and the effective date of the revocation.
1052 The revocation is not effective if the [~~annual~~] periodic report is filed and the fee is paid before
1053 the effective date of the revocation.

1054 (4) A revocation under Subsection (3) only affects a partnership's status as a limited
1055 liability partnership and is not an event of dissolution of the partnership.

1056 (5) A partnership whose statement of qualification has been revoked may apply to the
1057 division for reinstatement within two years after the effective date of the revocation. The
1058 application must state:

1059 (a) the name of the partnership and the effective date of the revocation; and

1060 (b) that the ground for revocation either did not exist or has been corrected.

1061 (6) A reinstatement under Subsection (5) relates back to and takes effect as of the
1062 effective date of the revocation, and the partnership's status as a limited liability partnership
1063 continues as if the revocation had never occurred.

1064 Section 24. Section **48-2a-203.5 (Repealed 07/01/13)** is amended to read:

1065 **48-2a-203.5 (Repealed 07/01/13). Involuntary dissolution of certificate.**

1066 (1) A certificate of limited partnership may be canceled involuntarily by a decree of a
1067 district court having competent jurisdiction upon petition by the director of the division, or by a
1068 party in interest who shall have standing to bring such an action, when it is established that:

1069 (a) the limited partnership procured the issuance of a stamped copy of its certificate of
1070 limited partnership or the execution of the certificate of limited partnership through fraud, in
1071 which case the certificate shall be canceled as of the date of its filing; or

1072 (b) the limited partnership has continually exceeded or abused the authority conferred
1073 upon it by law or by the partnership agreement.

1074 (2) A domestic limited partnership or a foreign limited partnership registered in this
1075 state is delinquent if:

1076 (a) it does not file [~~an annual~~] a periodic report within the time prescribed by this
1077 chapter; or

1078 (b) it fails to maintain a registered agent in this state for 60 consecutive days.

1079 (3) (a) The division shall mail a notice of delinquency of a delinquent limited
1080 partnership to:

1081 (i) the registered agent of the limited partnership; or

1082 (ii) if there is no registered agent of record, at least one general partner of the limited
1083 partnership.

1084 (b) The notice of delinquency required under Subsection (3)(a) shall state:

1085 (i) the nature of the delinquency; and

1086 (ii) that the limited partnership shall be dissolved unless within 60 days of the mailing
1087 of the notice of delinquency it corrects the delinquency.

1088 (c) The division shall include with the notice of delinquency any forms necessary to
1089 correct the delinquency.

1090 (4) (a) If the limited partnership does not remove the delinquency within 60 days from
1091 the date the division mails the notice of delinquency, the limited partnership's certificate or
1092 registration shall be dissolved involuntarily by the director of the division effective on the date
1093 specified in Subsection (4)(c).

1094 (b) If a limited partnership's certificate or registration is dissolved under Subsection
1095 (4)(a), the division shall mail a certificate of dissolution to:

1096 (i) the registered agent of the limited partnership; or

1097 (ii) if there is no registered agent of record, at least one partner of the limited
1098 partnership.

1099 (c) A limited partnership's date of dissolution is five days from the date the division
1100 mailed the certificate of dissolution under Subsection (4)(b).

1101 (d) A dissolved limited partnership may not be reinstated except as set forth in
1102 Subsection (5).

1103 (e) On the date of dissolution, any assumed names filed on behalf of the dissolved
1104 limited partnership under Title 42, Chapter 2, Conducting Business Under an Assumed Name,
1105 are canceled.

1106 (f) Notwithstanding Subsection (4)(e), the name of a dissolved limited partnership and
1107 any assumed names filed on its behalf are not available for two years from the date of
1108 dissolution for use by any other person:

1109 (i) transacting business in this state; or

1110 (ii) doing business under an assumed name under Title 42, Chapter 2, Conducting
1111 Business Under an Assumed Name.

1112 (g) Notwithstanding Subsection (4)(e), if the limited partnership that is dissolved is

1113 reinstated in accordance with this section, the registration of the name of the limited
1114 partnership and any assumed names filed on its behalf are reinstated back to the date of
1115 dissolution.

1116 (5) Any limited partnership whose certificate or registration has been dissolved under
1117 this section or Section 48-2a-203 may be reinstated within two years following the date of
1118 dissolution upon:

1119 (a) application; and

1120 (b) payment of:

1121 (i) all penalties; and

1122 (ii) all reinstatement fees.

1123 (6) A limited partner of a limited partnership is not liable as a general partner of the
1124 limited partnership solely by reason of the limited partnership having had its limited
1125 partnership certificate or registration dissolved.

1126 (7) A limited partnership that has had its certificate or registration dissolved may not
1127 maintain any action, suit, or proceeding in any court of this state until it has reinstated its
1128 certificate or registration following dissolution.

1129 (8) If the division denies a limited partnership's application for reinstatement following
1130 a dissolution under this section, the division shall mail the limited partnership written notice:

1131 (a) setting forth the reasons for denying the application; and

1132 (b) stating that the limited partnership has the right to appeal the division's

1133 determination to the executive director of the Department of Commerce in accordance with
1134 Title 63G, Chapter 4, Administrative Procedures Act.

1135 (9) A notice or certificate mailed under this section shall be:

1136 (a) mailed first-class, postage prepaid; and

1137 (b) addressed to the most current mailing address appearing on the records of the
1138 division for:

1139 (i) the registered agent of the limited partnership corporation, if the notice is required
1140 to be mailed to the registered agent; or

1141 (ii) the partner of the limited partnership that is mailed the notice, if the notice is
1142 required to be mailed to a partner of the limited partnership.

1143 Section 25. Section **48-2a-210 (Repealed 07/01/13)** is amended to read:

1144 **48-2a-210 (Repealed 07/01/13). Periodic report.**

1145 (1) (a) [~~Each~~] A domestic limited partnership, and [~~each~~] a foreign limited partnership
1146 authorized to transact business in this state, shall file [~~an annual~~] a periodic report with the
1147 division either annually or every five years:

1148 (i) during the month of its anniversary date of formation, in the case of domestic
1149 limited partnerships; or

1150 (ii) during the month of the anniversary date of being granted authority to transact
1151 business in this state, in the case of foreign limited partnerships authorized to transact business
1152 in this state.

1153 (b) The domestic limited partnership or foreign limited partnership makes the election
1154 of either filing a periodic report annually or every five years. The division shall impose the
1155 same filing fee for filing annually or every five years.

1156 [~~(b)~~] (c) The [~~annual~~] periodic report required by Subsection (1)(a) shall set forth:

1157 (i) the name of the limited partnership;

1158 (ii) the state or country under the laws of which it is formed;

1159 (iii) the information required by Subsection 16-17-203(1);

1160 (iv) any change of address of a general partner; and

1161 (v) a change in the persons constituting the general partners.

1162 (2) (a) The [~~annual~~] periodic report required by Subsection (1) shall:

1163 (i) be made on forms prescribed and furnished by the division; and

1164 (ii) contain information that is given as of the date of execution of the [~~annual~~] periodic
1165 report.

1166 (b) The [~~annual~~] periodic report forms shall include a statement of notice to the limited
1167 partnership that failure to file the [~~annual~~] periodic report will result in the dissolution of:

1168 (i) the limited partnership, in the case of a domestic limited partnership; or

1169 (ii) its registration, in the case of a foreign limited partnership authorized to transact
1170 business in this state.

1171 (c) The [~~annual~~] periodic report shall be signed by:

1172 (i) any general partner under penalty of perjury; and

1173 (ii) if the registered agent has changed since the last [~~annual~~] periodic report or other
1174 appointment of a registered agent, the new registered agent.

1175 (3) (a) If the division finds that the [~~annual~~] periodic report required by Subsection (1)
1176 conforms to the requirements of this chapter, it shall file the [~~annual~~] periodic report.

1177 (b) If the division finds that the [~~annual~~] periodic report required by Subsection (1)
1178 does not conform to the requirements of this chapter, the division shall mail the periodic report
1179 first-class postage prepaid to the limited partnership at the addresses set forth in the certificate
1180 for any necessary corrections.

1181 (c) If the division returns [~~an annual~~] a periodic report in accordance with Subsection
1182 (3)(b), the penalties for failure to file the [~~annual~~] periodic report within the time prescribed in
1183 Section 48-2a-203.5 do not apply, as long as the periodic report is corrected and returned to the
1184 division within 30 days from the date the nonconforming report was mailed to the limited
1185 partnership.

1186 Section 26. Section **48-2c-121 (Repealed 07/01/13)** is amended to read:

1187 **48-2c-121 (Repealed 07/01/13). Scope of notice.**

1188 (1) Articles of organization that have been filed with the division constitute notice to
1189 third persons, and to members and managers of the company:

1190 (a) that the company is a limited liability company formed under the laws of this state;
1191 and

1192 (b) of all statements set forth in the articles of organization that are:

1193 (i) required by Subsection 48-2c-403(1) to be set forth in articles of organization; and

1194 (ii) expressly permitted to be set forth in the articles of organization by Subsection
1195 48-2c-403(4).

1196 (2) The filing with the division of [~~any annual~~] a periodic report required by Section
1197 48-2c-203 constitutes notice to third persons, as well as to members and managers of the
1198 company, of the information set forth in the [~~annual~~] periodic report which is required by
1199 Section 48-2c-203 to be set forth in [~~an annual~~] a periodic report.

1200 (3) The filing with the division of any statement allowed by Section 48-2c-122 is
1201 notice to third persons, as well as to members and managers of the company, of the information
1202 set forth in that statement which is expressly permitted to be set forth in that statement by
1203 Section 48-2c-122.

1204 (4) The filing with the division of a certified copy of a court order under Subsection
1205 48-2c-809(5) is notice of the contents of the order to:

- 1206 (a) third persons;
- 1207 (b) members of the company; and
- 1208 (c) managers of the company.

1209 Section 27. Section **48-2c-122 (Repealed 07/01/13)** is amended to read:

1210 **48-2c-122 (Repealed 07/01/13). Statement of person named as manager or**
1211 **member.**

1212 Any person named as a manager or member of a domestic company or foreign company
1213 in ~~[an annual]~~ a periodic report or other document on file with the division may, if that person
1214 does not hold the position of manager or member, deliver to the division for filing a written
1215 statement setting forth:

- 1216 (1) the person's name;
- 1217 (2) the name of the company;
- 1218 (3) information sufficient to identify the report or other document in which that person
1219 is named as a manager or member; and

- 1220 (4) the date on which ~~[he]~~ the person ceased to be a manager or member of the
1221 company, or a statement that the person did not hold the position for which that person was
1222 named in the report or other document.

1223 Section 28. Section **48-2c-203 (Repealed 07/01/13)** is amended to read:

1224 **48-2c-203 (Repealed 07/01/13). Periodic report.**

1225 (1) (a) A company or a foreign company authorized to transact business in this state
1226 shall file ~~[an annual]~~ a periodic report with the division either annually or every five years:

- 1227 (i) during the month of its anniversary date of formation, in the case of domestic
1228 companies; or
- 1229 (ii) during the month of the anniversary date of being granted authority to transact
1230 business in this state, in the case of foreign companies authorized to transact business in this
1231 state.

1232 (b) The company or foreign company makes the election of either filing a periodic
1233 report annually or every five years. The division shall impose the same filing fee for filing
1234 annually or every five years.

1235 ~~[(b) An annual]~~ (c) A periodic report required by Subsection (1)(a) shall set forth:

- 1236 (i) the name of the company;

- 1237 (ii) the state or country under the laws of which it is formed; and
1238 (iii) any change in:
1239 (A) the information required by Subsection 16-17-203(1);
1240 (B) if the street address or legal name of any manager in a manager-managed company,
1241 any member in a member-managed company, or any person with management authority of a
1242 foreign company changes, the new street address or legal name of the manager, member, or
1243 other person; and
1244 (C) the identity of the persons constituting the managers in a manager-managed
1245 company or members in a member-managed company or other person with management
1246 authority of a foreign company.
- 1247 (2) (a) The [~~annual~~] periodic report required by Subsection (1) shall:
1248 (i) be made on a form prescribed and furnished by the division; and
1249 (ii) contain information that is given as of the date of signing the [~~annual~~] periodic
1250 report.
- 1251 (b) [~~An annual~~] A periodic report form shall include a statement notifying the company
1252 that failure to file the [~~annual~~] periodic report will result in:
1253 (i) the dissolution of the company, in the case of a domestic company; or
1254 (ii) the revocation of authority to transact business in this state, in the case of a foreign
1255 company.
- 1256 (3) The fact that an individual's name is signed on [~~an annual~~] a periodic report form is
1257 prima facie evidence for division purposes that the individual is authorized to certify the report
1258 on behalf of the company.
- 1259 (4) (a) If the [~~annual~~] periodic report conforms to the requirements of this chapter, the
1260 division shall file the periodic report.
- 1261 (b) If the [~~annual~~] periodic report does not conform to the requirements of this chapter,
1262 the division shall mail the report, first class postage prepaid, to the registered agent of the
1263 company for any necessary corrections at the street address for the registered agent most
1264 recently furnished to the division by notice, [~~annual~~] periodic report, or other document.
- 1265 (c) If the division returns [~~an annual~~] a periodic report in accordance with Subsection
1266 (4)(b), the penalties for failure to file the periodic report within the time prescribed in this
1267 section do not apply, as long as the [~~annual~~] periodic report is corrected and returned to the

1268 division within 30 days from the date the nonconforming report was mailed to the registered
1269 agent of the company.

1270 Section 29. Section **48-2c-213 (Repealed 07/01/13)** is amended to read:

1271 **48-2c-213 (Repealed 07/01/13). Certificates issued by the division.**

1272 (1) Anyone may apply to the division for a certificate of existence for a domestic
1273 company, a certificate of authorization for a foreign company, or a certificate that sets forth any
1274 facts of record in the office of the division.

1275 (2) A certificate of existence or authorization shall state:

1276 (a) the domestic company's name or the foreign company's name as registered in this
1277 state;

1278 (b) (i) that the domestic company is duly formed under the law of this state and the date
1279 of its formation; or

1280 (ii) that the foreign company is authorized to transact business in this state;

1281 (c) that all fees, taxes, and penalties owed to this state have been paid, if:

1282 (i) payment is reflected in the records of the division; and

1283 (ii) nonpayment affects the existence or authorization of the domestic or foreign
1284 company;

1285 (d) that its most recent [~~annual~~] periodic report required by Section 48-2c-203 has been
1286 filed with the division;

1287 (e) that articles of dissolution have not been filed with the division; and

1288 (f) other facts of record in the office of the division that may be requested by the
1289 applicant.

1290 (3) Subject to any qualification stated in the certificate, a certificate issued by the
1291 division may be relied upon as conclusive evidence of the facts set forth in the certificate.

1292 Section 30. Section **48-2c-309 (Repealed 07/01/13)** is amended to read:

1293 **48-2c-309 (Repealed 07/01/13). Service on withdrawn foreign company.**

1294 (1) A foreign company that has withdrawn from this state pursuant to Section
1295 48-2c-1611 shall either:

1296 (a) maintain a registered agent in this state to accept service of process on its behalf in
1297 any proceeding based on a cause of action arising during the time it was transacting business in
1298 this state, in which case the continued authority of the registered agent shall be specified in the

1299 application for withdrawal and any change shall be governed by Title 16, Chapter 17, Model
1300 Registered Agents Act, which applies to foreign companies authorized to transact business in
1301 this state; or

1302 (b) be considered to have authorized service of process on it, in connection with any
1303 cause of action arising during the time it was transacting business in this state, by registered or
1304 certified mail, return receipt requested, to:

1305 (i) the address of its principal office, if any, set forth in its application for withdrawal
1306 or as listed in the notice, [~~annual~~] periodic report, or document most recently filed with the
1307 division; or

1308 (ii) the address for service of process that is stated in its application for withdrawal or
1309 as listed in the notice, [~~annual~~] periodic report, or document most recently filed with the
1310 division.

1311 (2) Service effected pursuant to Subsection (1)(b) is perfected at the earliest of:

1312 (a) the date the withdrawn foreign company receives the process, notice, or demand;

1313 (b) the date shown on the return receipt, if signed on behalf of the withdrawn foreign
1314 company; or

1315 (c) five days after mailing.

1316 (3) This section does not limit or affect the right to serve, in any other manner
1317 permitted by law, any process, notice, or demand required or permitted by law to be served
1318 upon a withdrawn foreign company.

1319 Section 31. Section **48-2c-804 (Repealed 07/01/13)** is amended to read:

1320 **48-2c-804 (Repealed 07/01/13). Management by managers.**

1321 In a manager-managed company, each manager and each member shall be subject to
1322 Section 48-2c-807 and:

1323 (1) (a) the initial managers shall be designated in the articles of organization; and

1324 (b) after the initial managers, the managers shall be those persons identified in
1325 documents filed with the division including:

1326 (i) amendments to the articles of organization;

1327 (ii) the [~~annual~~] periodic reports required under Section 48-2c-203; and

1328 (iii) the statements required or permitted under Section 48-2c-122;

1329 (2) when there is a change in the management structure from a member-managed

1330 company to a manager-managed company, the managers shall be those persons identified in the
1331 certificate of amendment to the articles of organization that makes the change;

1332 (3) each manager who is a natural person must have attained the age of majority under
1333 the laws of this state;

1334 (4) no manager shall have authority to do any act in contravention of the articles of
1335 organization or the operating agreement, except as provided in Subsection (6)(g);

1336 (5) a manager who is also a member shall have all of the rights of a member;

1337 (6) unless otherwise provided in the articles of organization or operating agreement of
1338 the company:

1339 (a) except for the initial managers, each manager shall be elected at any time by the
1340 members holding at least a majority of the profits interests in the company, and any vacancy
1341 occurring in the position of manager shall be filled in the same manner;

1342 (b) the number of managers:

1343 (i) shall be fixed by the members in the operating agreement; or

1344 (ii) shall be the number designated by members holding at least a majority of the
1345 profits interests in the company if the operating agreement fails to designate the number of
1346 managers;

1347 (c) each manager shall serve until the earliest to occur of:

1348 (i) the manager's death, withdrawal, or removal;

1349 (ii) an event described in Subsection 48-2c-708(1)(f); or

1350 (iii) if membership in the company is a condition to being a manager, an event
1351 described in Subsection 48-2c-708(1)(d) or (e);

1352 (d) a manager need not be a member of the company or a resident of this state;

1353 (e) any manager may be removed with or without cause by the members, at any time,
1354 by the decision of members owning a majority of the profits interests in the company;

1355 (f) there shall be only one class of managers; and

1356 (g) approval by:

1357 (i) all of the members and all of the managers shall be required for matters described in
1358 Subsection 48-2c-803(2); and

1359 (ii) members holding 2/3 of the profits interests in the company, and 2/3 of the
1360 managers shall be required for all matters described in Subsection 48-2c-803(3).

1361 Section 32. Section **48-2c-1206 (Repealed 07/01/13)** is amended to read:

1362 **48-2c-1206 (Repealed 07/01/13). Grounds for administrative dissolution.**

1363 The division may dissolve a company under Section 48-2c-1207 if:

1364 (1) the company does not pay when due, any taxes, fees, or penalties imposed by this
1365 chapter or other applicable laws of this state;

1366 (2) the company does not file its [~~annual~~] periodic report with the division when it is
1367 due;

1368 (3) the company is without a registered agent or registered office in this state; or

1369 (4) the company fails to give notice to the division that:

1370 (a) its registered agent has been changed;

1371 (b) its registered agent has resigned; or

1372 (c) the company's period of duration has expired.

1373 Section 33. Section **48-2c-1207 (Repealed 07/01/13)** is amended to read:

1374 **48-2c-1207 (Repealed 07/01/13). Procedure for and effect of administrative**
1375 **dissolution.**

1376 (1) If the division determines that one or more grounds exist under Section 48-2c-1206
1377 for dissolving a company, it shall mail to the company written notice of:

1378 (a) the division's determination that one or more grounds exist for dissolving the
1379 company; and

1380 (b) the grounds for dissolving the company.

1381 (2) (a) If the company does not correct each ground for dissolution, or demonstrate to
1382 the reasonable satisfaction of the division that each ground does not exist, within 60 days after
1383 mailing the notice provided in Subsection (1), the division shall administratively dissolve the
1384 company.

1385 (b) If a company is dissolved under Subsection (2)(a), the division shall mail written
1386 notice of the administrative dissolution to the dissolved company at its principal office, stating
1387 the date of dissolution specified in Subsection (2)(d).

1388 (c) The division shall mail a copy of the notice of administrative dissolution including
1389 a statement of the grounds for the administrative dissolution, to:

1390 (i) the registered agent of the dissolved company; or

1391 (ii) if there is no registered agent of record, or if the mailing to the registered agent is

1392 returned as undeliverable, at least one member if the company is member-managed or one
1393 manager of the company if the company is manager-managed, at their addresses as reflected on
1394 the notice, [~~annual~~] periodic report, or document most recently filed with the division.

1395 (d) A company's effective date of administrative dissolution is five days after the date
1396 the division mails the written notice of dissolution under Subsection (2)(b).

1397 (e) On the effective date of dissolution, any assumed names filed on behalf of the
1398 dissolved company under Title 42, Chapter 2, Conducting Business Under Assumed Name, are
1399 canceled.

1400 (f) Notwithstanding Subsection (2)(e), the name of the company that is dissolved and
1401 any assumed names filed on its behalf are not available for two years from the effective date of
1402 dissolution for use by any other person:

1403 (i) transacting business in this state; or

1404 (ii) doing business under an assumed name under Title 42, Chapter 2, Conducting
1405 Business Under Assumed Name.

1406 (g) Notwithstanding Subsection (2)(e), if the company that is dissolved is reinstated in
1407 accordance with Section 48-2c-1208, the registration of the name of the company and any
1408 assumed names filed on its behalf are reinstated back to the effective date of dissolution.

1409 (3) (a) Except as provided in Subsection (3)(b), a company administratively dissolved
1410 under this section continues its existence but may not carry on any business except:

1411 (i) the business necessary to wind up and liquidate its business and affairs under Part
1412 13, Winding Up; and

1413 (ii) to give notice to claimants in the manner provided in Sections 48-2c-1305 and
1414 48-2c-1306.

1415 (b) If the company is reinstated in accordance with Section 48-2c-1208, business
1416 conducted by the company during a period of administrative dissolution is unaffected by the
1417 dissolution.

1418 (4) The administrative dissolution of a company does not terminate the authority of its
1419 registered agent.

1420 (5) A notice mailed under this section shall be:

1421 (a) mailed first-class, postage prepaid; and

1422 (b) addressed to the most current mailing address appearing on the records of the

1423 division for:

1424 (i) the principal office of the company, if the notice is required to be mailed to the
1425 company;

1426 (ii) the registered agent of the company, if the notice is required to be mailed to the
1427 registered agent; or

1428 (iii) any member if the company is member-managed, or to any manager of the
1429 company if the company is manager-managed, if the notice is required to be mailed to a
1430 member or manager of the company.

1431 Section 34. Section **48-2c-1612 (Repealed 07/01/13)** is amended to read:

1432 **48-2c-1612 (Repealed 07/01/13). Grounds for revocation.**

1433 The division may commence a proceeding under Section 48-2c-1613 to revoke the
1434 authority of a foreign company to transact business in this state if:

1435 (1) the foreign company does not deliver its [~~annual~~] periodic report to the division
1436 when it is due;

1437 (2) the foreign company does not pay when they are due any taxes, fees, or penalties
1438 imposed by this chapter or other applicable laws of this state;

1439 (3) the foreign company is without a registered agent in this state;

1440 (4) the foreign company does not inform the division under Title 16, Chapter 17,
1441 Model Registered Agents Act, that its registered agent has changed or that its registered agent
1442 has resigned;

1443 (5) an organizer, member, manager, or agent of the foreign company signs a document
1444 knowing it is false in any material respect with intent that the document be delivered to the
1445 division for filing; or

1446 (6) the division receives a duly authenticated certificate from the lieutenant governor or
1447 other official having custody of limited liability company records in the state or country under
1448 whose law the foreign company is formed or organized stating that the foreign company has
1449 dissolved or disappeared as the result of a merger.

1450 Section 35. Section **48-2c-1902 (Repealed 07/01/13)** is amended to read:

1451 **48-2c-1902 (Repealed 07/01/13). Transitional provisions.**

1452 (1) Each limited liability company formed prior to July 1, 2001, under the laws of this
1453 state, and existing on July 1, 2001:

1454 (a) shall continue in existence with all rights and privileges applicable to limited
1455 liability companies formed under this chapter;

1456 (b) need not amend its articles of organization to include the address of its designated
1457 office if it includes the information in its first [~~annual~~] periodic report filed with the division
1458 after July 1, 2001, and in all subsequent [~~annual~~] periodic reports; and

1459 (c) that provides professional services as defined in Part 15 of this chapter, need not
1460 amend its articles of organization to comply with Section 48-2c-1509 if it includes the
1461 information in its first [~~annual~~] periodic report filed with the division after July 1, 2001, and in
1462 all subsequent [~~annual~~] periodic reports.

1463 (2) All domestic companies formed prior to July 1, 2001, under the laws this state, as
1464 well as their managers, members, and assignees of members, as applicable, shall have all the
1465 rights and privileges and shall be subject to all the requirements, restrictions, duties, liabilities,
1466 and remedies prescribed in this chapter.

1467 (3) Each foreign limited liability company authorized to transact business in this state
1468 as of July 1, 2001, is subject to the provisions of this chapter, but is not required by reason of
1469 enactment of this chapter to obtain a new certificate of authority to transact business in this
1470 state.

1471 Section 36. Section **48-2d-111 (Effective 07/01/13)** is amended to read:

1472 **48-2d-111 (Effective 07/01/13). Required information.**

1473 A limited partnership shall maintain at its designated office the following information:

1474 (1) a current list showing the full name and last known street and mailing address of
1475 each partner, separately identifying the general partners, in alphabetical order, and the limited
1476 partners, in alphabetical order;

1477 (2) a copy of the initial certificate of limited partnership and all amendments to and
1478 restatements of the certificate, together with signed copies of any powers of attorney under
1479 which any certificate, amendment, or restatement has been signed;

1480 (3) a copy of any filed articles of conversion or merger;

1481 (4) a copy of the limited partnership's federal, state, and local income tax returns and
1482 reports, if any, for the three most recent years;

1483 (5) a copy of any partnership agreement made in a record and any amendment made in
1484 a record to any partnership agreement;

1485 (6) a copy of any financial statement of the limited partnership for the three most recent
1486 years;

1487 (7) a copy of the three most recent [~~annual~~] periodic reports delivered by the limited
1488 partnership to the division pursuant to Section 48-2d-210;

1489 (8) a copy of any record made by the limited partnership during the past three years of
1490 any consent given by or vote taken of any partner pursuant to this chapter or the partnership
1491 agreement; and

1492 (9) unless contained in a partnership agreement made in a record, a record stating:

1493 (a) the amount of cash, and a description and statement of the agreed value of the other
1494 benefits, contributed and agreed to be contributed by each partner;

1495 (b) the times at which, or events on the happening of which, any additional
1496 contributions agreed to be made by each partner are to be made;

1497 (c) for any person that is both a general partner and a limited partner, a specification of
1498 what transferable interest the person owns in each capacity; and

1499 (d) any events upon the happening of which the limited partnership is to be dissolved
1500 and its activities wound up.

1501 Section 37. Section **48-2d-209 (Effective 07/01/13)** is amended to read:

1502 **48-2d-209 (Effective 07/01/13). Certificate of existence or authorization.**

1503 (1) The division, upon request and payment of the requisite fee, shall furnish a
1504 certificate of existence for a limited partnership if the records filed in the division show that the
1505 division has filed a certificate of limited partnership and has not filed a statement of
1506 termination. A certificate of existence must state:

1507 (a) the limited partnership's name;

1508 (b) that it was duly formed under the laws of this state and the date of formation;

1509 (c) whether all fees, taxes, and penalties due to the division under this chapter or other
1510 law have been paid;

1511 (d) whether the limited partnership's most recent [~~annual~~] periodic report required by
1512 Section 48-2d-210 has been filed by the division;

1513 (e) whether the division has administratively dissolved the limited partnership;

1514 (f) whether the limited partnership's certificate of limited partnership has been
1515 amended to state that the limited partnership is dissolved;

- 1516 (g) that a statement of termination has not been filed by the division; and
- 1517 (h) other facts of record in the division which may be requested by the applicant.
- 1518 (2) The division, upon request and payment of the requisite fee, shall furnish a
- 1519 certificate of authorization for a foreign limited partnership if the records filed in the division
- 1520 show that the division has filed a certificate of authority, has not revoked the certificate of
- 1521 authority, and has not filed a notice of cancellation. A certificate of authorization must state:
- 1522 (a) the foreign limited partnership's name and any alternate name adopted under
- 1523 Subsection 48-2d-905(1) for use in this state;
- 1524 (b) that it is authorized to transact business in this state;
- 1525 (c) whether all fees, taxes, and penalties due to the division under this chapter or other
- 1526 law have been paid;
- 1527 (d) whether the foreign limited partnership's most recent [~~annual~~] periodic report
- 1528 required by Section 48-2d-210 has been filed by the division;
- 1529 (e) that the division has not revoked its certificate of authority and has not filed a notice
- 1530 of cancellation; and
- 1531 (f) other facts of record in the division which may be requested by the applicant.

1532 (3) Subject to any qualification stated in the certificate, a certificate of existence or
1533 authorization issued by the division may be relied upon as conclusive evidence that the limited
1534 partnership or foreign limited partnership is in existence or is authorized to transact business in
1535 this state.

1536 Section 38. Section **48-2d-210 (Effective 07/01/13)** is amended to read:
1537 **48-2d-210 (Effective 07/01/13). Periodic report for division.**

- 1538 (1) A limited partnership or a foreign limited partnership authorized to transact
- 1539 business in this state shall deliver to the division for filing [~~an annual~~] a periodic report that
- 1540 states:
- 1541 (a) the name of the limited partnership or foreign limited partnership;
- 1542 (b) the information required by Subsection 16-17-203(1);
- 1543 (c) in the case of a limited partnership, the street and mailing address of its principal
- 1544 office; and
- 1545 (d) in the case of a foreign limited partnership, the state or other jurisdiction under
- 1546 whose law the foreign limited partnership is formed and any alternate name adopted under

1547 Subsection 48-2d-905(1).

1548 (2) Information in [~~an annual~~] a periodic report must be current as of the date the
1549 [~~annual~~] periodic report is delivered to the division for filing.

1550 (3) [~~An annual~~] (a) A periodic report must be delivered to the division either annually
1551 or every five years:

1552 [~~(a)~~] (i) during the month of its anniversary date of formation, in the case of domestic
1553 limited partnerships; or

1554 [~~(b)~~] (ii) during the month of the anniversary date of being granted authority to transact
1555 business in this state, in the case of foreign limited partnerships authorized to transact business
1556 in this state.

1557 (b) The limited partnership or foreign limited partnership makes the election of either
1558 filing a periodic report annually or every five years. The division shall impose the same filing
1559 fee for filing annually or every five years.

1560 (4) If [~~an annual~~] a periodic report does not contain the information required in
1561 Subsection (1), the division shall promptly notify the reporting limited partnership or foreign
1562 limited partnership and return the periodic report to it for correction. If the periodic report is
1563 corrected to contain the information required in Subsection (1) and delivered to the division
1564 within 30 days after the effective date of the notice, it is timely delivered.

1565 (5) If a filed [~~annual~~] periodic report contains information provided under Subsection
1566 (1)(b) which differs from the information shown in the records of the division immediately
1567 before the filing, the differing information in the [~~annual~~] periodic report is considered a
1568 statement of change under Section 16-17-206.

1569 Section 39. Section **48-2d-809 (Effective 07/01/13)** is amended to read:

1570 **48-2d-809 (Effective 07/01/13). Administrative dissolution.**

1571 (1) The division may dissolve a limited partnership administratively if the limited
1572 partnership does not, within 60 days after the due date:

1573 (a) pay any fee, tax, or penalty due to the division under this chapter or other law; or

1574 (b) deliver its [~~annual~~] periodic report to the division.

1575 (2) If the division determines that a ground exists for administratively dissolving a
1576 limited partnership, the division shall file a record of the determination and serve the limited
1577 partnership with a copy of the filed record.

1578 (3) If within 60 days after service of the copy the limited partnership does not correct
1579 each ground for dissolution or demonstrate to the reasonable satisfaction of the division that
1580 each ground determined by the division does not exist, the division shall administratively
1581 dissolve the limited partnership by preparing, signing, and filing a declaration of dissolution
1582 that states the grounds for dissolution. The division shall serve the limited partnership with a
1583 copy of the filed declaration.

1584 (4) A limited partnership administratively dissolved continues its existence but may
1585 carry on only activities necessary to wind up its activities and liquidate its assets under Sections
1586 48-2d-803 and 48-2d-812 and to notify claimants under Sections 48-2d-806 and 48-2d-807.

1587 (5) The administrative dissolution of a limited partnership does not terminate the
1588 authority of its agent for service of process.

1589 Section 40. Section **48-2d-906 (Effective 07/01/13)** is amended to read:

1590 **48-2d-906 (Effective 07/01/13). Revocation of certificate of authority.**

1591 (1) A certificate of authority of a foreign limited partnership to transact business in this
1592 state may be revoked by the division in the manner provided in Subsections (2) and (3) if the
1593 foreign limited partnership does not:

1594 (a) pay, within 60 days after the due date, any fee, tax, or penalty due to the division
1595 under this chapter or other law;

1596 (b) deliver to the division, within 60 days after the due date, its [~~annual~~] periodic report
1597 required under Section 48-2d-210;

1598 (c) appoint and maintain an agent for service of process as required by Subsection
1599 16-17-203(1); or

1600 (d) deliver to the division for filing a statement of a change under Section 16-17-206
1601 within 30 days after a change has occurred in the name or address of the agent.

1602 (2) To revoke a certificate of authority, the division must prepare, sign, and file a
1603 notice of revocation and send a copy to the foreign limited partnership's agent for service of
1604 process in this state, or if the foreign limited partnership does not appoint and maintain a
1605 proper agent in this state, to the foreign limited partnership's principal office. The notice must
1606 state:

1607 (a) the revocation's effective date, which must be at least 60 days after the date the
1608 division sends the copy; and

1609 (b) the foreign limited partnership's failures to comply with Subsection (1) which are
1610 the reason for the revocation.

1611 (3) The authority of the foreign limited partnership to transact business in this state
1612 ceases on the effective date of the notice of revocation unless before that date the foreign
1613 limited partnership cures each failure to comply with Subsection (1) stated in the notice. If the
1614 foreign limited partnership cures the failures, the division shall so indicate on the filed notice.

1615 Section 41. Section **48-3-208 (Effective 07/01/13)** is amended to read:

1616 **48-3-208 (Effective 07/01/13). Certificate of existence or authorization.**

1617 (1) The division, upon request and payment of the requisite fee, shall furnish to any
1618 person a certificate of existence for a limited liability company if the records filed in the
1619 division show that the limited liability company has been formed under Section 48-3-201 and
1620 the division has not filed a statement of termination pertaining to the limited liability company.

1621 A certificate of existence must state:

1622 (a) the limited liability company's name;

1623 (b) that the limited liability company was duly formed under the laws of this state and
1624 the date of formation;

1625 (c) whether all fees, taxes, and penalties due under this chapter or other law to the
1626 division have been paid;

1627 (d) whether the limited liability company's most recent [~~annual~~] periodic report
1628 required by Section 48-3-209 has been filed by the division;

1629 (e) whether the division has administratively dissolved the limited liability company;

1630 (f) whether the limited liability company has delivered to the division for filing a
1631 statement of dissolution;

1632 (g) that a statement of termination has not been filed by the division; and

1633 (h) other facts of record in the division which are specified by the person requesting the
1634 certificate.

1635 (2) The division, upon request and payment of the requisite fee, shall furnish to any
1636 person a certificate of authorization for a foreign limited liability company if the records filed
1637 in the division show that the division has filed a certificate of authority, has not revoked the
1638 certificate of authority, and has not filed a notice of cancellation. A certificate of authorization
1639 must state:

- 1640 (a) the limited liability company's name and any alternate name adopted under
1641 Subsection 48-3-805(1) for use in this state;
- 1642 (b) that the limited liability company is authorized to transact business in this state;
- 1643 (c) whether all fees, taxes, and penalties due under this chapter or other law to the
1644 division have been paid;
- 1645 (d) whether the limited liability company's most recent [~~annual~~] periodic report
1646 required by Section 48-3-209 has been filed by the division;
- 1647 (e) that the division has not revoked the limited liability company's certificate of
1648 authority and has not filed a notice of cancellation; and
- 1649 (f) other facts of record in the division which are specified by the person requesting the
1650 certificate.
- 1651 (3) Subject to any qualification stated in the certificate, a certificate of existence or
1652 certificate of authorization issued by the division is conclusive evidence that the limited
1653 liability company is in existence or the foreign limited liability company is authorized to
1654 transact business in this state.
- 1655 Section 42. Section **48-3-209 (Effective 07/01/13)** is amended to read:
- 1656 **48-3-209 (Effective 07/01/13). Periodic report for division.**
- 1657 (1) [~~Each year~~] Either annually or every five years, a limited liability company or a
1658 foreign limited liability company authorized to transact business in this state shall deliver to the
1659 division for filing a periodic report that states:
- 1660 (a) the name of the limited liability company;
- 1661 (b) the information required by Subsection 16-17-203(1);
- 1662 (c) the street and mailing addresses of its principal office; and
- 1663 (d) in the case of a foreign limited liability company, the state or other jurisdiction
1664 under whose law the limited liability company is formed and any alternate name adopted under
1665 Subsection 48-3-805(1).
- 1666 (2) Information in [~~an annual~~] a periodic report under this section must be current as of
1667 the date the periodic report is delivered to the division for filing.
- 1668 (3) (a) A periodic report must be delivered to the division either annually or every five
1669 years:
- 1670 [~~(a)~~] (i) during the month of its anniversary date of formation, in the case of a domestic

1671 limited liability company; or

1672 ~~[(b)]~~ (ii) during the month of the anniversary date of being granted authority to transact
1673 business in this state, in the case of a foreign limited liability company authorized to transact
1674 business in this state.

1675 (b) The domestic limited liability company or foreign limited liability company makes
1676 the election of either filing a periodic report annually or every five years. The division shall
1677 impose the same filing fee for filing annually or every five years.

1678 (4) If ~~[an annual]~~ a periodic report under this section does not contain the information
1679 required in Subsection (1), the division shall promptly notify the reporting limited liability
1680 company or foreign limited liability company and return the periodic report to it for correction.
1681 If the periodic report is corrected to contain the information required in Subsection (1) and
1682 delivered to the division within 30 days after the effective date of the notice, it is timely
1683 delivered.

1684 (5) If ~~[an annual]~~ a periodic report under this section contains information provided
1685 under Subsection (1)(b) that differs from the information shown in the records of the division
1686 immediately before the ~~[annual]~~ periodic report becomes effective, the differing information in
1687 the ~~[annual]~~ periodic report is considered a statement of change under Section 16-17-206.

1688 Section 43. Section **48-3-706 (Effective 07/01/13)** is amended to read:

1689 **48-3-706 (Effective 07/01/13). Administrative dissolution.**

1690 (1) The division may dissolve a limited liability company administratively if the
1691 limited liability company does not:

1692 (a) pay, within 60 days after the due date, any fee, tax, or penalty due to the division
1693 under this chapter or law other than this chapter; or

1694 (b) deliver, within 60 days after the due date, its ~~[annual]~~ periodic report to the
1695 division.

1696 (2) If the division determines that a ground exists for administratively dissolving a
1697 limited liability company, the division shall file a record of the determination and serve the
1698 limited liability company with a copy of the filed record.

1699 (3) If within 60 days after service of the copy pursuant to Subsection (2) a limited
1700 liability company does not correct each ground for dissolution or demonstrate to the reasonable
1701 satisfaction of the division that each ground determined by the division does not exist, the

1702 division shall dissolve the limited liability company administratively by preparing, signing, and
1703 filing a declaration of dissolution that states the grounds for dissolution. The division shall
1704 serve the limited liability company with a copy of the filed declaration.

1705 (4) A limited liability company that has been administratively dissolved continues in
1706 existence but, subject to Section 48-3-707, may carry on only activities necessary to wind up its
1707 activities and liquidate its assets under Sections 48-3-703 and 48-3-709 and to notify claimants
1708 under Sections 48-3-704 and 48-3-705.

1709 (5) The administrative dissolution of a limited liability company does not terminate the
1710 authority of its agent for service of process.

1711 Section 44. Section **48-3-806 (Effective 07/01/13)** is amended to read:

1712 **48-3-806 (Effective 07/01/13). Revocation of certificate of authority.**

1713 (1) A certificate of authority of a foreign limited liability company to transact business
1714 in this state may be revoked by the division in the manner provided in Subsections (2) and (3)
1715 if the limited liability company does not:

1716 (a) pay, within 60 days after the due date, any fee, tax, or penalty due to the division
1717 under this chapter or law other than this chapter;

1718 (b) deliver, within 60 days after the due date, its [~~annual~~] periodic report required under
1719 Section 48-3-209;

1720 (c) appoint and maintain an agent for service of process as required by Subsection
1721 16-17-203(1); or

1722 (d) deliver for filing a statement of a change under Section 16-17-206 within 30 days
1723 after a change has occurred in the name or address of the agent.

1724 (2) To revoke a certificate of authority of a foreign limited liability company, the
1725 division must prepare, sign, and file a notice of revocation and send a copy to the limited
1726 liability company's agent for service of process in this state, or if the limited liability company
1727 does not appoint and maintain a proper agent in this state, to the limited liability company's
1728 principal office. The notice must state:

1729 (a) the revocation's effective date, which must be at least 60 days after the date the
1730 division sends the copy; and

1731 (b) the grounds for revocation under Subsection (1).

1732 (3) The authority of a foreign limited liability company to transact business in this state

1733 ceases on the effective date of the notice of revocation unless before that date the limited
1734 liability company cures each ground for revocation stated in the notice filed under Subsection
1735 (2). If the limited liability company cures each ground, the division shall file a record so
1736 stating.

1737 Section 45. **Effective date.**

1738 This bill takes effect on July 1, 2013.

1739 Section 46. **Coordinating H.B. 319 with S.B. 21 -- Substantive amendments.**

1740 If this H.B. 319 and S.B. 21, Unincorporated Business Entities, both pass and become
1741 law, the Legislature intends that the Office of Legislative Research and General Counsel, in
1742 preparing the Utah Code database for publication, make changes to the following sections in
1743 S.B. 21 to take effect on July 1, 2014:

1744 (1) the reference in Subsection 48-1d-1102(1)(b) to "an annual" be replaced with "a
1745 periodic";

1746 (2) Section 48-1d-1109 be modified to read:

1747 **"48-1d-1109. Periodic report for division.**

1748 (1) Each limited liability partnership and registered foreign limited liability partnership
1749 shall deliver to the division for filing a periodic report that states:

1750 (a) the name of the limited liability partnership or foreign limited liability partnership;

1751 (b) the information required under Subsection 16-17-203(1);

1752 (c) the street and mailing addresses of its principal office;

1753 (d) the name of at least one partner; and

1754 (e) in the case of a foreign limited liability partnership, its jurisdiction of formation and
1755 any alternate name adopted under Subsection 48-1d-1206(1).

1756 (2) Information in a periodic report must be current as of the date the periodic report is
1757 signed by the limited liability partnership or registered foreign limited liability partnership.

1758 (3) (a) A periodic report must be delivered to the division either for each year
1759 following the calendar year in which the limited liability partnership's statement of
1760 qualification became effective or the registered foreign limited liability partnership registered
1761 to do business in this state or every five years:

1762 (i) in the case of a limited liability partnership, the periodic report must be delivered to
1763 the division during the month in which the anniversary date on which the limited liability

1764 partnership statement of qualification became effective; and

1765 (ii) in the case of a registered foreign limited liability partnership, the periodic report
1766 must be delivered to the division during the month in which the anniversary date on which the
1767 registered foreign limited liability partnership registered to do business in this state.

1768 (b) The domestic or foreign limited liability partnership makes the election of either
1769 filing a periodic report annually or every five years. The division shall impose the same filing
1770 fee for filing annually or every five years.

1771 (4) If a periodic report does not contain the information required by this section, the
1772 division promptly shall notify the reporting limited liability partnership or registered foreign
1773 limited liability partnership in a record and return the periodic report for correction.

1774 (5) If a periodic report contains the name or address of a registered agent which differs
1775 from the information shown in the records of the division immediately before the periodic
1776 report becomes effective, the differing information in the periodic report is considered a
1777 statement of change under Section 16-17-206.";

1778 (3) the reference in Subsection 48-2e-115(7) to "annual" be replaced with "periodic";

1779 (4) the reference in Subsection 48-2e-211(2)(e) to "annual" be replaced with
1780 "periodic";

1781 (5) Section 48-2e-212 be modified to read:

1782 **"48-2e-212. Periodic report for division.**

1783 (1) A limited partnership or a registered foreign limited partnership shall deliver to the
1784 division for filing a periodic report that states:

1785 (a) the name of the limited partnership or foreign limited partnership;

1786 (b) the information required by Subsection 16-17-203(1);

1787 (c) the street and mailing addresses of its principal office;

1788 (d) the name of at least one general partner; and

1789 (e) in the case of a foreign limited partnership, the jurisdiction whose law governs the
1790 foreign limited partnership's internal affairs and any alternate name adopted under Subsection
1791 48-2e-906(1).

1792 (2) Information in the periodic report must be current as of the date the report is signed
1793 by the limited partnership or registered foreign limited partnership.

1794 (3) (a) A report must be delivered to the division for either each year following the

1795 calendar year in which the limited partnership's certificate of other limited partnership became
1796 effective or the registered foreign limited partnership registered to do business in this state or
1797 every five years:

1798 (i) in the case of a limited partnership, the periodic report must be delivered to the
1799 division during the month in which the anniversary date on which the limited partnership
1800 certificate of limited partnership became effective; and

1801 (ii) in the case of a registered foreign limited partnership, the periodic report must be
1802 delivered to the division during the month in which the anniversary date on which the
1803 registered foreign limited partnership registered to do business in this state.

1804 (b) The domestic or foreign limited partnership makes the election of either filing a
1805 periodic report annually or every five years. The division shall impose the same filing fee for
1806 filing annually or every five years.

1807 (4) If a periodic report does not contain the information required by this section, the
1808 division promptly shall notify the reporting limited partnership or registered foreign limited
1809 partnership in a record and return the report for correction.

1810 (5) If a periodic report contains the name or address of a registered agent which differs
1811 from the information shown in the records of the division immediately before the periodic
1812 report becomes effective, the differing information in the periodic report is considered a
1813 statement of change under Section 16-17-206.";

1814 (6) the reference in Subsection 48-2e-810(1)(b) to "an annual" be replaced with "a
1815 periodic";

1816 (7) the reference in Subsection 48-3a-211(2)(e) to "annual" be replaced with
1817 "periodic";

1818 (8) Section 48-3a-212 be modified to read:

1819 **"48-3a-212. Periodic report for division.**

1820 (1) A limited liability company or a registered foreign limited liability company shall
1821 deliver to the division for filing a periodic report that states:

1822 (a) the name of the limited liability company or registered foreign limited liability
1823 company;

1824 (b) the information required by Subsection 16-17-203(1);

1825 (c) the street and mailing addresses of its principal office;

1826 (d) the name of at least one governing person; and

1827 (e) in the case of a foreign limited liability company, its jurisdiction of formation and
1828 any alternate name adopted under Subsection 48-3a-906(1).

1829 (2) Information in the periodic report must be current as of the date the report is signed
1830 by the limited liability company or registered foreign limited liability company.

1831 (3) (a) A report must be delivered to the division either for each year following the
1832 calendar year in which the limited liability company's certificate of organization became
1833 effective or the registered foreign limited liability company registered to do business in this
1834 state or every five years:

1835 (i) in the case of a limited liability company, the periodic report must be delivered to
1836 the division during the month in which the anniversary date on which the limited liability
1837 company's certificate of formation became effective; and

1838 (ii) in the case of a registered foreign limited liability company, the periodic report
1839 must be delivered to the division during the month in which the anniversary date on which the
1840 registered foreign limited liability company registered to do business in this state.

1841 (b) The domestic or foreign limited liability company makes the election of either
1842 filing a periodic report annually or every five years. The division shall impose the same filing
1843 fee for filing annually or every five years.

1844 (4) If a periodic report does not contain the information required by this section, the
1845 division promptly shall notify the reporting limited liability company or registered foreign
1846 limited liability company in a record and return the report for correction.

1847 (5) If a periodic report contains the name or address of a registered agent which differs
1848 from the information shown in the records of the division immediately before the periodic
1849 report becomes effective, the differing information in the periodic report is considered a
1850 statement of change under Section 16-17-206."; and

1851 (9) the reference in Subsection 48-3a-708(1)(b) to "an annual" be replaced with "a
1852 periodic."

Legislative Review Note
as of 2-14-13 12:54 PM

Office of Legislative Research and General Counsel