

121 for withdrawal by delivering to the division for filing an application for withdrawal [~~setting~~  
122 ~~forth~~] that states:

123 (a) [~~its~~] the foreign nonprofit corporation's corporate name and [~~its~~] assumed name, if  
124 any;

125 (b) the name of the state or country under whose law [~~it~~] the foreign nonprofit  
126 corporation is incorporated;

127 (c) (i) (A) the address of [~~its~~] the foreign nonprofit corporation's principal office; or

128 (B) if a principal office is not to be maintained, a statement that the foreign nonprofit  
129 corporation will not maintain a principal office; and

130 (ii) if different from the address of the principal office or if no principal office is to be  
131 maintained, the address to which service of process may be mailed pursuant to Section  
132 16-6a-1514;

133 (d) that the foreign nonprofit corporation is not conducting affairs in this state;

134 (e) that [~~it~~] the foreign nonprofit corporation surrenders [~~its~~] the foreign nonprofit  
135 corporation's authority to conduct affairs in this state;

136 (f) whether [~~its~~] the foreign nonprofit corporation's registered agent will continue to be  
137 authorized to accept service on [~~its~~] the foreign nonprofit corporation's behalf in any  
138 proceeding based on a cause of action arising during the time [~~it~~] the foreign nonprofit  
139 corporation was authorized to conduct affairs in this state; [~~and~~]

140 (g) the federal employer identification number of the foreign nonprofit corporation; and

141 [~~(g)~~] (h) any additional information that the division determines is necessary or  
142 appropriate to:

143 (i) determine whether the foreign nonprofit corporation is entitled to withdraw; and

144 (ii) determine and assess any unpaid taxes, fees, and penalties payable by the foreign  
145 nonprofit corporation as prescribed by this chapter.

146 ~~It~~ → [(3) ~~A foreign nonprofit corporation's application for withdrawal may not be filed by the~~  
147 ~~division until:~~

148 ~~— (a) all outstanding fees and state tax obligations have been paid; and~~

149 ~~— (b) the division has received a certificate from the State Tax Commission reciting that~~  
150 ~~all taxes owed by the foreign nonprofit corporation have been paid.~~

151 ~~(4) (a)~~ (3) ← ~~It~~ After receiving a foreign nonprofit corporation's application for withdrawal,  
151a the

152 division shall:

153 (i) provide the State Tax Commission with the foreign nonprofit corporation's federal  
 154 employer identification number; and

155 (ii) request that the State Tax Commission certify that the foreign nonprofit corporation  
 156 is in good standing.

157 (b) The State Tax Commission shall certify that a foreign nonprofit corporation is in  
 158 good standing if the foreign nonprofit corporation has paid all taxes, fees, and penalties the  
 159 foreign nonprofit corporation owed to the State Tax Commission.

160 (c) If a foreign nonprofit corporation is not in good standing as described in Subsection  
 161 Ĥ→ [(4)(b);] (3)(b), ←Ĥ the State Tax Commission shall:

162 (i) notify the division, stating that the foreign nonprofit corporation is not in good  
 163 standing; and

164 (ii) notify the foreign nonprofit corporation, explaining in detail why the foreign  
 165 nonprofit corporation is not in good standing.

166 Section 3. Section **16-10a-1422** is amended to read:

167 **16-10a-1422. Reinstatement following dissolution.**

168 (1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to  
 169 the division for reinstatement within two years after the effective date of dissolution by  
 170 delivering to the division for filing an application for reinstatement that:

171 (a) states:

172 [~~(a)~~] (i) the effective date of the corporation's dissolution;

173 [~~(b)~~] (ii) the corporation's corporate name as of the effective date of dissolution;

174 [~~(c)~~] (iii) that the grounds for dissolution either did not exist or have been eliminated;

175 [~~(d)~~] (iv) the corporate name under which the corporation is being reinstated;

176 [~~(e)~~] (v) that the name stated in Subsection [~~(1)(d)~~](1)(a)(iv) satisfies the requirements  
 177 of Section 16-10a-401;

178 [~~(f)~~] (vi) that the corporation has paid all fees or penalties imposed under this chapter  
 179 or other applicable state law;

180 [~~(g)~~] (vii) that the corporation:

181 [~~(i)~~] (A) has paid any taxes, fees, or penalties owed to the State Tax Commission; or

182 [~~(ii)~~] (B) is current on a payment plan with the State Tax Commission for any taxes,

245 from the address of the principal office or if no principal office is to be maintained, the address  
246 to which service of process may be mailed pursuant to Section 16-10a-1521;

247 (d) that the corporation is not transacting business in this state and that ~~[it]~~ the foreign  
248 corporation surrenders ~~[its]~~ the foreign corporation's authority to transact business in this state;

249 (e) whether ~~[its]~~ the foreign corporation's registered agent will continue to be  
250 authorized to accept service on ~~[its]~~ the foreign corporation's behalf in any proceeding based on  
251 a cause of action arising during the time ~~[it]~~ the foreign corporation was authorized to transact  
252 business in this state; ~~[and]~~

253 (f) the federal employer identification number of the foreign corporation; and  
254 ~~[(f)]~~ (g) any additional information that the division determines is necessary or  
255 appropriate to determine whether the corporation is entitled to withdraw, and to determine and  
256 assess any unpaid taxes, fees, and penalties payable by [it] the foreign corporation as prescribed  
257 by this chapter.

258 ~~H→ [(3) A foreign corporation's application for withdrawal may not be filed by the division~~  
259 ~~until all outstanding fees and state tax obligations have been paid and the division has received~~  
260 ~~a tax clearance certificate from the State Tax Commission.~~

261 ~~———(4)(a)] (3)(a) ←H~~ After receiving a foreign corporation's application for withdrawal, the  
261a division  
262 shall:

263 (i) provide the State Tax Commission with the foreign corporation's federal employer  
264 identification number; and

265 (ii) request that the State Tax Commission certify that the foreign corporation is in  
266 good standing.

267 (b) The State Tax Commission shall certify that a foreign corporation is in good  
268 standing if the foreign corporation has paid all taxes, fees, and penalties the foreign nonprofit  
269 corporation owed to the State Tax Commission.

270 (c) If a foreign corporation is not in good standing as described in Subsection H→ [(4)(b)]  
270a (3)(b) ←H ,  
271 the State Tax Commission shall:

272 (i) notify the division, stating that the foreign corporation is not in good standing; and

273 (ii) notify the foreign corporation, explaining in detail why the foreign corporation is  
274 not in good standing.