1

S.B. 14

STATE OF UTAH

Chief Sponsor: Curtis S. Bramble

House Sponsor: A. Cory Maloy

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2 3	LONG TITLE
4	General Description:
5	This bill amends provisions related to the administrative dissolution of a business entity.
6	Highlighted Provisions:
7	This bill:
8	 allows certain administratively dissolved business entities to apply for reinstatement
9	under the business entity's original name, if the name is available;
0	 provides that an administratively dissolved business entity retains the business entity's
1	name for five years after dissolution;
2	 applies the reinstatement process retroactively;
3	 requires that a corporation or a pass-through entity report the following on the
4	corporation's or pass-through entity's tax return:
5	• whether the entity has filed a current annual report with the Division of Corporations
6	and
7	• the entity's commerce entity number; and
8	 makes technical and conforming changes.
9	Money Appropriated in this Bill:
20	None
21	Other Special Clauses:
22	This bill provides retrospective operation.
23	Utah Code Sections Affected:
24	AMENDS:
25	16-6a-1412, as last amended by Laws of Utah 2023, Chapter 191
26	16-10a-1422, as last amended by Laws of Utah 2023, Chapter 191
27	16-16-1212, as last amended by Laws of Utah 2010, Chapter 378

28	48-1d-1103, as enacted by Laws of Utah 2013, Chapter 412
29	48-2e-811, as enacted by Laws of Utah 2013, Chapter 412
30	48-3a-709 , as enacted by Laws of Utah 2013, Chapter 412
31	59-7-505, as last amended by Laws of Utah 2021, Chapter 367
32	59-10-1403, as last amended by Laws of Utah 2023, Chapter 470
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34	Be it enacted by the Legislature of the state of Utah:
35	Section 1. Section 16-6a-1412 is amended to read:
36	16-6a-1412 . Reinstatement following administrative dissolution Reinstatement
37	after voluntary dissolution.
38	(1) A nonprofit corporation administratively dissolved under Section 16-6a-1411 may apply
39	to the division for reinstatement [within two years] under the nonprofit corporation's
40	same name at any time after the effective date of dissolution [by delivering] if the
41	nonprofit corporation's name is available and the nonprofit corporation delivers to the
42	division for filing an application for reinstatement that:
43	(a) states:
44	(i) the effective date of the nonprofit corporation's administrative dissolution and the
45	nonprofit corporation's corporate name on the effective date of dissolution;
46	(ii) that the ground or grounds for dissolution:
47	(A) did not exist; or
48	(B) have been eliminated;
49	(iii) the corporate name under which the nonprofit corporation is being reinstated;
50	(iv) the corporate name that satisfies the requirements of Section 16-6a-401;
51	(v) that the nonprofit corporation has paid all fees or penalties imposed under this
52	chapter or other applicable state law;
53	(vi) that the nonprofit corporation:
54	(A) has paid any taxes, fees, or penalties owed to the State Tax Commission; or
55	(B) is current on a payment plan with the State Tax Commission for any taxes,
56	fees, or penalties owed to the State Tax Commission;
57	(vii) the address of the nonprofit corporation's registered office;
58	(viii) the name of the nonprofit corporation's registered agent at the office stated in [
59	Subsection (1)(f);] Subsection (1)(a)(vii);
60	(ix) the federal employer identification number of the nonprofit corporation; and
61	(x) any additional information the division determines is necessary or appropriate; and

62	(b) includes the written consent to appointment by the designated registered agent.
63	(2) A nonprofit corporation administratively dissolved under Section 16-6a-1411 on or after
64	May 1, 2019, but before May 1, 2024, may apply for reinstatement under the nonprofit
65	corporation's same corporate name if the nonprofit corporation's name is available and
66	the nonprofit corporation delivers to the division for filing an application for
67	reinstatement that satisfies the requirements of Subsections (1)(a)(i), (1)(a)(iii) through
68	<u>(x), and (1)(b).</u>
69	(3) A nonprofit corporation administratively dissolved under Section 16-6a-1411 retains the
70	nonprofit corporation's corporate name and assumed name, as described in Section
71	42-2-6.6, for five years after the day on which the dissolution is effective.
72	[(2)] (4) (a) After receiving a nonprofit corporation's application for reinstatement, the
73	division shall:
74	(i) provide the State Tax Commission with the nonprofit corporation's federal
75	employer identification number; and
76	(ii) request that the State Tax Commission certify that the nonprofit corporation is in
77	good standing.
78	(b) The State Tax Commission shall certify that a nonprofit corporation is in good
79	standing if the nonprofit corporation:
80	(i) has paid all taxes, fees, and penalties the nonprofit corporation owed to the State
81	Tax Commission; or
82	(ii) is current on a payment plan with the State Tax Commission for all taxes, fees,
83	and penalties the nonprofit corporation owes to the State Tax Commission.
84	(c) If a nonprofit corporation is not in good standing as described in [Subsection (2)(b)]
85	Subsection (4)(b), the State Tax Commission shall:
86	(i) notify the division, stating that the nonprofit corporation is not in good standing;
87	and
88	(ii) notify the nonprofit corporation, explaining in detail why the nonprofit
89	corporation is not in good standing.
90	[(3)] (5) (a) The division shall revoke the administrative dissolution if:
91	(i) the division determines that the application for reinstatement contains the
92	information required under [Subsection (1)] Subsection (1) or (2);
93	(ii) the division determines that the information in the application is correct; and
94	(iii) the State Tax Commission certifies that the nonprofit corporation is in good
95	standing as described in [Subsection (2)(b)] Subsection (4)(b).

96	(b) The division shall mail written notice of the revocation to the nonprofit corporation
97	in the manner provided in Subsection 16-6a-1411(5) stating the effective date of the
98	dissolution.
99	[(4)] (6) When the reinstatement is effective:
100	(a) the reinstatement relates back to and takes effect as of the effective date of the
101	administrative dissolution;
102	(b) the nonprofit corporation may carry on the nonprofit corporation's activities, under
103	the name [stated pursuant to Subsection (1)(a)(iii)] provided in the application for
104	reinstatement, as if the administrative dissolution had never occurred; and
105	(c) an act of the nonprofit corporation during the period of dissolution is effective and
106	enforceable as if the administrative dissolution had never occurred.
107	[(5)] (2) (a) The division may make rules for the reinstatement of a nonprofit corporation
108	voluntarily dissolved.
109	(b) The rules made under [Subsection $(5)(a)$] Subsection $(7)(a)$ shall be substantially
110	similar to the requirements of this section for reinstatement of a nonprofit corporation
111	that is administratively dissolved.
112	Section 2. Section 16-10a-1422 is amended to read:
113	16-10a-1422 . Reinstatement following dissolution.
	16-10a-1422 . Reinstatement following dissolution.(1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the
113	_
113 114	(1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the
113 114 115	(1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the division for reinstatement [within two years] under the corporation's same corporate
 113 114 115 116 	(1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the division for reinstatement [within two years] under the corporation's same corporate name at any time after the effective date of dissolution [by delivering] if the corporation's
 113 114 115 116 117 	 (1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the division for reinstatement [within two years] under the corporation's same corporate name at any time after the effective date of dissolution [by delivering] if the corporation's corporate name is available and the corporation delivers to the division for filing an
 113 114 115 116 117 118 	(1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the division for reinstatement [within two years] under the corporation's same corporate name at any time after the effective date of dissolution [by delivering] if the corporation's corporate name is available and the corporation delivers to the division for filing an application for reinstatement that:
 113 114 115 116 117 118 119 	 (1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the division for reinstatement [within two years] under the corporation's same corporate name at any time after the effective date of dissolution [by delivering] if the corporation's corporate name is available and the corporation delivers to the division for filing an application for reinstatement that: (a) states:
 113 114 115 116 117 118 119 120 	 (1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the division for reinstatement [within two years] under the corporation's same corporate name at any time after the effective date of dissolution [by delivering] if the corporation's corporate name is available and the corporation delivers to the division for filing an application for reinstatement that: (a) states: (i) the effective date of the corporation's dissolution;
 113 114 115 116 117 118 119 120 121 	 (1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the division for reinstatement [within two years] under the corporation's same corporate name at any time after the effective date of dissolution [by delivering] if the corporation's corporate name is available and the corporation delivers to the division for filing an application for reinstatement that: (a) states: (i) the effective date of the corporation's dissolution; (ii) the corporation's corporate name as of the effective date of dissolution;
 113 114 115 116 117 118 119 120 121 122 	 (1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the division for reinstatement [within two years] under the corporation's same corporate name at any time after the effective date of dissolution [by delivering] if the corporation's corporate name is available and the corporation delivers to the division for filing an application for reinstatement that: (a) states: (i) the effective date of the corporation's dissolution; (ii) the corporation's corporate name as of the effective date of dissolution; (iii) that the grounds for dissolution either did not exist or have been eliminated;
 113 114 115 116 117 118 119 120 121 122 123 	 (1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the division for reinstatement [within two years] under the corporation's same corporate name at any time after the effective date of dissolution [by delivering] if the corporation's corporate name is available and the corporation delivers to the division for filing an application for reinstatement that: (a) states: (i) the effective date of the corporation's dissolution; (ii) the corporation's corporate name as of the effective date of dissolution; (iii) that the grounds for dissolution either did not exist or have been eliminated; (iv) the corporate name under which the corporation is being reinstated;
 113 114 115 116 117 118 119 120 121 122 123 124 	 (1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the division for reinstatement [within two years] under the corporation's same corporate name at any time after the effective date of dissolution [by delivering] if the corporation's corporate name is available and the corporation delivers to the division for filing an application for reinstatement that: (a) states: (i) the effective date of the corporation's dissolution; (ii) the corporation's corporate name as of the effective date of dissolution; (iii) that the grounds for dissolution either did not exist or have been eliminated; (iv) the corporate name under which the corporation is being reinstated; (v) that the name stated in Subsection (1)(a)(iv) satisfies the requirements of Section
 113 114 115 116 117 118 119 120 121 122 123 124 125 	 (1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the division for reinstatement [within two years] under the corporation's same corporate name at any time after the effective date of dissolution [by delivering] if the corporation's corporate name is available and the corporation delivers to the division for filing an application for reinstatement that: (a) states: (i) the effective date of the corporation's dissolution; (ii) the corporation's corporate name as of the effective date of dissolution; (iii) that the grounds for dissolution either did not exist or have been eliminated; (iv) the corporate name under which the corporation is being reinstated; (v) that the name stated in Subsection (1)(a)(iv) satisfies the requirements of Section 16-10a-401;
 113 114 115 116 117 118 119 120 121 122 123 124 125 126 	 (1) A corporation dissolved under Section 16-10a-1403 or 16-10a-1421 may apply to the division for reinstatement [within two years] under the corporation's same corporate name at any time after the effective date of dissolution [by delivering] if the corporation's corporate name is available and the corporation delivers to the division for filing an application for reinstatement that: (a) states: (i) the effective date of the corporation's dissolution; (ii) the corporation's corporate name as of the effective date of dissolution; (iii) that the grounds for dissolution either did not exist or have been eliminated; (iv) the corporate name under which the corporation is being reinstated; (v) that the name stated in Subsection (1)(a)(iv) satisfies the requirements of Section 16-10a-401; (vi) that the corporation has paid all fees or penalties imposed under this chapter or

130	(B) is current on a payment plan with the State Tax Commission for any taxes,
131	fees, or penalties owed to the State Tax Commission;
132	(viii) the address of the corporation's registered office in this state;
133	(ix) the name of the corporation's registered agent at the office stated in Subsection
134	(1)(a)(viii);
135	(x) the federal employer identification number of the corporation; and
136	(xi) any additional information the division determines to be necessary or
137	appropriate; and
138	(b) includes the written consent to appointment by the designated registered agent.
139	(2) A corporation administratively dissolved under Section 16-10a-1403 or 16-10a-1421 on
140	or after May 1, 2019, but before May 1, 2024, may apply for reinstatement under the
141	corporation's same corporate name if the corporation's name is available and the
142	corporation delivers to the division for filing an application for reinstatement that
143	satisfies the requirements of Subsections (1)(a)(i), (1)(a)(ii), (1)(a)(iv) through (xi), and
144	<u>(1)(b).</u>
145	(3) A corporation administratively dissolved under Section 16-10a-1403 or 16-10a-1421
146	retains the corporation's corporate name and assumed name, as described in Section
147	42-2-6.6, for five years after the day on which the dissolution is effective.
148	[(2)] (4) (a) After receiving a corporation's application for reinstatement, the division
149	shall:
150	(i) provide the State Tax Commission with the corporation's federal employer
151	identification number; and
152	(ii) request that the State Tax Commission certify that the corporation is in good
153	standing.
154	(b) The State Tax Commission shall certify that a corporation is in good standing if the
155	corporation:
156	(i) has paid all taxes, fees, and penalties the corporation owed to the State Tax
157	Commission; or
158	(ii) is current on a payment plan with the State Tax Commission for all taxes, fees,
159	and penalties the corporation owes to the State Tax Commission.
160	(c) If a corporation is not in good standing as described in [Subsection (2)(b)] Subsection
161	(4)(b), the State Tax Commission shall:
162	(i) notify the division, stating that the corporation is not in good standing; and
163	(ii) notify the corporation, explaining in detail why the corporation is not in good

164	standing.
165	[(3)] (5) (a) The division shall revoke the administrative dissolution if:
166	(i) the division determines that the application for reinstatement contains the
167	information required under [Subsection (1)] Subsection (1) or (2);
168	(ii) the division determines that the information in the application is correct; and
169	(iii) the State Tax Commission certifies that the corporation is in good standing as
170	described in [Subsection (2)(b)] Subsection (4)(b).
171	(b) The division shall mail to the corporation in the manner provided in Subsection
172	16-10a-1421(5) written notice of:
173	(i) the revocation; and
174	(ii) the effective date of the revocation.
175	[(4)] (6) (a) When the reinstatement is effective, the reinstatement relates back to the
176	effective date of the administrative dissolution.
177	(b) Upon reinstatement:
178	(i) an act of the corporation during the period of dissolution is effective and
179	enforceable as if the administrative dissolution had never occurred; and
180	(ii) the corporation may carry on the corporation's business, under the name [stated
181	pursuant to Subsection (1)(a)(iv)] provided in the application for reinstatement, as
182	if the administrative dissolution had never occurred.
183	Section 3. Section 16-16-1212 is amended to read:
184	16-16-1212 . Reinstatement following administrative dissolution.
185	(1) A limited cooperative association that has been dissolved administratively may apply to
186	the division for reinstatement [not later than two years] under the limited cooperative
187	association's same name at any time after the effective date of dissolution[. The
188	application shall be delivered to the division for filing and state] if the limited
189	cooperative association's name is available and the limited cooperative association
190	delivers to the division for filing an application for reinstatement that states:
191	(a) the name of the association and the effective date of its administrative dissolution;
192	(b) that the grounds for dissolution either did not exist or have been eliminated; and
193	(c) that the association's name satisfies the requirements of Section 16-16-111.
194	(2) A limited cooperative association administratively dissolved on or after May 1, 2019,
195	but before May 1, 2024, may apply for reinstatement under the limited cooperative
196	association's same name if the limited cooperative association's name is available and
197	the limited cooperative association delivers to the division for filing an application for

- 198 reinstatement that satisfies the requirements of Subsections (1)(a) and (c). 199 (3) A limited cooperative association retains the limited cooperative association's name and 200 assumed name, as described in Section 42-2-6.6, for five years after the day on which 201 the dissolution is effective. 202 $\left[\frac{2}{2}\right]$ (4) If the division determines that an application contains the information required by 203 Subsection (1) or (2) and that the information is correct, the division shall: 204 (a) prepare a declaration of reinstatement; 205 (b) file the original of the declaration; and 206 (c) serve a copy of the declaration on the association. 207 $\left[\frac{3}{3}\right]$ (5) When reinstatement under this section becomes effective, it relates back to and 208 takes effect as of the effective date of the administrative dissolution, and the limited 209 cooperative association may resume or continue its activities as if the administrative 210 dissolution had not occurred. 211 Section 4. Section 48-1d-1103 is amended to read: 212 48-1d-1103. Reinstatement. 213 (1) A limited liability partnership whose statement of qualification has been revoked 214 administratively under Section 48-1d-1102 may apply to the division for reinstatement 215 of the statement of qualification [not later than two years] under the limited liability 216 partnership's same name, at any time after the effective date of the revocation. The 217 application must state:] if the limited liability partnership's name is available and the 218 limited liability partnership delivers to the division for filing an application for 219 reinstatement of the statement of qualification that states: 220 (a) the name of the partnership at the time of the administrative revocation of its 221 statement of qualification and, if needed, a different name that satisfies Section 222 48-1d-1105: 223 (b) the address of the principal office of the partnership and information required under 224 Subsection 16-17-203(1); 225 (c) the effective date of administrative revocation of the partnership's statement of 226 qualification; and 227 (d) that the grounds for revocation did not exist or have been cured. 228 (2) A limited liability partnership whose statement of qualification has been revoked administratively under Section 48-1d-1102 on or after May 1, 2019, but before May 1, 229 230 2024, may apply for reinstatement under the limited liability partnership's same name if
- 231 the limited liability partnership's name is available and the limited liability partnership

232	delivers to the division for filing an application for reinstatement of the statement of
233	qualification that satisfies the requirements of Subsections (1)(a) through (c).
234	(3) A limited liability partnership retains the limited liability partnership's name and
235	assumed name, as described in Section 42-2-6.6, for five years after the day on which
236	the administrative revocation of the statement of qualification is effective.
237	[(2)] (4) To have its statement of qualification reinstated, a partnership whose statement of
238	qualification has been revoked administratively must pay all fees, taxes, and penalties
239	that were due to the division at the time of the administrative revocation and all fees,
240	taxes, and penalties that would have been due to the division while the partnership's
241	statement of qualification was revoked administratively.
242	[(3)] (5) If the division determines that the application contains the information required by
243	Subsection (1) or (2), is satisfied that the information is correct, and determines that all
244	payments required to be made to the division by [Subsection (2)] Subsection (4) have
245	been made, the division shall:
246	(a) cancel the statement of revocation and prepare a statement of reinstatement that
247	states the division's determination and the effective date of reinstatement;
248	(b) file the statement of revocation; and
249	(c) serve a copy of the statement of revocation on the limited liability partnership.
250	[(4)] (6) When reinstatement under this section is effective, the following rules apply:
251	(a) the reinstatement relates back to and takes effect as of the effective date of the
252	administrative revocation; and
253	(b) the partnership's status as a limited liability partnership continues as if the revocation
254	had not occurred, except for the rights of a person arising out of an act or omission in
255	reliance on the revocation before the person knew or had notice of the reinstatement
256	are not affected.
257	Section 5. Section 48-2e-811 is amended to read:
258	48-2e-811 . Reinstatement.
259	(1) A limited partnership that is administratively dissolved under Section 48-2e-810 may
260	apply to the division for reinstatement [not later than two years] under the limited
261	partnership's same name at any time after the effective date of dissolution[. The
262	application must state] if the limited partnership's name is available and the limited
263	partnership delivers to the division for filing an application for reinstatement that states:
264	(a) the name of the limited partnership at the time of its administrative dissolution and, if
265	needed, a different name that satisfies Section 48-2e-108;

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266 (b) the address of the principal office of the limited partnership and the name and 267 address of its registered agent: 268 (c) the effective date of the limited partnership's administrative dissolution; and 269 (d) that the grounds for dissolution did not exist or have been cured. (2) A limited partnership administratively dissolved under Section 48-2e-810 on or after 270 271 May 1, 2019, but before May 1, 2024, may apply for reinstatement under the limited 272 partnership's same name if the limited partnership's name is available and the limited partnership delivers to the division for filing an application for reinstatement that 273 274 satisfies the requirements of Subsections (1)(a) through (c). 275 (3) A limited partnership retains the limited partnership's name and assumed name, as 276 described in Section 42-2-6.6, for five years after the day on which the dissolution is 277 effective. 278 $\left[\frac{2}{2}\right]$ (4) To be reinstated, a limited partnership must pay all fees, taxes, interest, and 279 penalties that were due to the division at the time of its administrative dissolution and all 280 fees, taxes, interest, and penalties that would have been due to the division while the 281 limited partnership was administratively dissolved. 282 $\left[\frac{(3)}{(3)}\right]$ (5) If the division determines that an application under Subsection (1) or (2) contains 283 the information required, is satisfied that the information is correct, and determines that 284 all payments required to be made to the division by [Subsection (2)] Subsection (4) have 285 been made, the division shall: 286 (a) cancel the statement of administrative dissolution and prepare a statement of 287 reinstatement that states the division's determination and the effective date of 288 reinstatement: 289 (b) file the statement of reinstatement; and 290 (c) serve a copy of the statement of reinstatement on the limited partnership. 291 $\left[\frac{4}{2}\right]$ (6) When reinstatement under this section is effective, the following rules apply: 292 (a) The restatement relates back to and takes effect as of the effective date of the 293 administrative dissolution. 294 (b) The limited partnership resumes carrying on its activities and affairs as if the 295 administrative dissolution had not occurred. 296 (c) The rights of a person arising out of an act or omission in reliance on the dissolution 297 before the person knew or had notice of the reinstatement are not affected. 298 Section 6. Section 48-3a-709 is amended to read: 299 48-3a-709. Reinstatement.

300	(1) A limited liability company that is administratively dissolved under Section 48-3a-708
301	may apply to the division for reinstatement [not later than two years] under the limited
302	liability company's same name at any time after the effective date of dissolution[. The
303	application must state:] if the limited liability company's name is available and the
304	limited liability company delivers to the division for filing an application for
305	reinstatement that states:
306	(a) the name of the limited liability company at the time of its administrative dissolution
307	and, if needed, a different name that satisfies Section 48-3a-108;
308	(b) the address of the principal office of the limited liability company and the name and
309	address of its registered agent;
310	(c) the effective date of the limited liability company's administrative dissolution; and
311	(d) that the grounds for dissolution did not exist or have been cured.
312	(2) A limited liability company administratively dissolved under Section 48-3a-708 on or
313	after May 1, 2019, but before May 1, 2024, may apply for reinstatement under the
314	limited liability company's same name if the limited liability company's name is
315	available and the limited liability company delivers to the division for filing an
316	application for reinstatement that satisfies the requirements of Subsections (1)(a)
317	<u>through (c).</u>
318	(3) A limited liability company retains the limited liability company's name and assumed
319	name, as described in Section 42-2-6.6, for five years after the day on which the
320	dissolution is effective.
321	[(2)] (4) To be reinstated, a limited liability company must pay all fees, taxes, interest, and
322	penalties that were due to the division at the time of its administrative dissolution and all
323	fees, taxes, interest, and penalties that would have been due to the division while the
324	limited liability company was administratively dissolved.
325	[(3)] (5) If the division determines that an application under Subsection (1) or (2) contains
326	the information required by Subsection (1) or (2), is satisfied that the information is
327	correct, and determines that all payments required to be made to the division by [
328	Subsection (2)] Subsection (4) have been made, the division shall:
329	(a) cancel the statement of administrative dissolution and prepare a statement of
330	reinstatement that states the division's determination and the effective date of
330 331	reinstatement that states the division's determination and the effective date of reinstatement;

334	[(4)] (6) When reinstatement under this section is effective, the following rules apply:
335	(a) The reinstatement relates back to and takes effect as of the effective date of the
336	administrative dissolution.
337	(b) The limited liability company may resume its activities and affairs as if the
338	administrative dissolution had not occurred.
339	(c) The rights of a person arising out of an act or omission in reliance on the dissolution
340	before the person knew or had notice of the reinstatement are not affected.
341	Section 7. Section 59-7-505 is amended to read:
342	59-7-505 . Returns required When due Extension of time Exemption from
343	filing.
344	(1) Each corporation subject to taxation under this chapter shall make a return, except that a
345	group of corporations filing a combined report under Part 4, Combined Reporting, shall
346	file one combined report.
347	(a) The return shall be signed by a responsible officer of the corporation, the signature of
348	whom need not be notarized but when signed shall be considered as made under oath.
349	(b) (i) In cases where receivers, trustees in bankruptcy, or assignees are operating the
350	property or business of corporations, those receivers, trustees, or assignees shall
351	make returns for such corporations in the same manner and form as corporations
352	are required to make returns.
353	(ii) Any tax due on the basis of such returns made by receivers, trustees, or assignees
354	shall be collected in the same manner as if collected from the corporations of
355	whose business or property they have custody and control.
356	(2) (a) A corporation required to make a return under this chapter shall make a return on
357	or before the later of:
358	(i) the 15th day of the fourth month following the close of the taxable year; or
359	(ii) the day on which the corporation is required to file a federal income tax return.
360	(b) Interest accrues from the day on which a return is due under this Subsection (2).
361	(3) (a) The commission shall allow a taxpayer an extension of time for filing a return.
362	(b) Except as provided in Subsection (3)(c), the extension described in Subsection (3)(a)
363	may be for up to six months.
364	(c) For a taxable year beginning on or after January 1, 2019, but beginning on or before
365	December 31, 2019, a taxpayer may receive an extension described in Subsection
366	(3)(a) for the time period that ends on the last day of the extension to file the
367	taxpayer's federal income tax return.

- 368 (4) Each return shall be made to the commission. (5) A corporation incorporated or qualified to do business in this state before January 1, 369 370 1973, is not liable for filing a return or paying tax measured by income for the taxable 371 year in which the corporation legally terminates the corporation's existence. 372 (6) A corporation incorporated or qualified to do business or that had the corporation's 373 authority to do business reinstated on or after January 1, 1973, shall file a return and pay 374 the tax measured by income for each period during which the corporation had the right 375 to do business in this state, and the return shall be filed and the tax paid within three 376 months and 15 days after the close of this period. 377 (7) If a corporation terminates the corporation's existence under Section 16-10a-1401, the 378 corporation is not required to file a return if the corporation provides a statement to the 379 commission that no business has been conducted during that period. 380 (8) (a) A corporation commencing to do business in Utah after qualification or 381 incorporation with the Division of Corporations and Commercial Code is not 382 required to file a return for the period commencing with the date of incorporation or 383 qualification and ending on the last day of the same month, if that corporation was 384 not doing business in and received no income from sources in the state during such 385 period. 386 (b) In determining whether a corporation comes within the provisions of this chapter, 387 affidavits on behalf of the corporation that it did no business in and received no 388 income from sources in Utah during such period shall be filed with the commission. 389 (9) An entity required to file a return under this section shall report on the entity's return: 390 (a) whether the entity has filed a current annual report with the Division of Corporations; 391 and 392 (b) the entity's commerce entity number. 393 Section 8. Section 59-10-1403 is amended to read: 394 59-10-1403. Income tax treatment of a pass-through entity -- Returns --395 **Classification same as under Internal Revenue Code.** 396 (1) Subject to Subsection (3) and except as provided in Subsection 59-10-1403.2(2), a 397 pass-through entity is not subject to a tax imposed by this chapter. 398 (2) Except as provided in Section 59-10-1403.3, the income, gain, loss, deduction, or credit 399 of a pass-through entity shall be passed through to one or more pass-through entity 400 taxpayers as provided in this part.
 - 401 (3) A pass-through entity is subject to the return filing requirements of Sections 59-10-507,

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402	59-10-514, and 59-10-516.
403	(4) For purposes of taxation under this title, a pass-through entity that transacts business in
404	the state shall be classified in the same manner as the pass-through entity is classified for
405	federal income tax purposes.
406	(5) (a) If a change is made in a pass-through entity's net income or loss on the
407	pass-through entity's federal income tax return because of an action of the federal
408	government, the pass-through entity shall file with the commission within 90 days
409	after the date of a final determination of the action:
410	(i) a copy of the pass-through entity's amended federal income tax return or federal
411	adjustment; and
412	(ii) an amended state income tax return that conforms with the changes made in the
413	pass-through entity's amended federal income tax return.
414	(b) If a change is made in a pass-through entity's net income on the pass-through entity's
415	federal income tax return because the pass-through entity files an amended federal
416	income tax return, the pass-through entity shall file with the commission, within 90
417	days after the date the taxpayer files the amended federal income tax return:
418	(i) a copy of the pass-through entity's amended federal income tax return; and
419	(ii) an amended state income tax return that conforms with the changes made in the
420	pass-through entity's amended federal income tax return.
421	(6) (a) A pass-through entity subject to the return filing requirements under Subsection
422	(3), shall report on the pass-through entity's return:
423	(i) whether the entity has filed a current annual report with the Division of
424	Corporations; and
425	(ii) the entity's commerce entity number.
426	(b) Subsection (6)(a) does not apply to an individual, estate, or trust.
427	Section 9. Effective date.
428	This bill takes effect on May 1, 2024.
429	Section 10. Retrospective operation.
430	The following sections have retrospective operation for a taxable year beginning on
431	or after January 1, 2024:
432	(1) Section 59-7-505; and

433 (2) <u>Section 59-10-1403.</u>