

STATE OF OKLAHOMA

1st Session of the 50th Legislature (2005)

SENATE BILL 964

By: Jolley

AS INTRODUCED

An Act relating to corporations; amending 18 O.S. 2001, Section 2055.2, which relates to annual certificate; modifying requirements for filing of certain certificate; and providing an effective date.

BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

SECTION 1. AMENDATORY 18 O.S. 2001, Section 2055.2, is amended to read as follows:

Section 2055.2

ANNUAL CERTIFICATE FOR DOMESTIC LIMITED LIABILITY

COMPANY AND FOREIGN LIMITED LIABILITY COMPANY

A. Every domestic limited liability company and every foreign limited liability company registered to do business in this state shall file a certificate ~~each year~~ every two (2) years in the Office of the Secretary of State which shall confirm it is an active business and include its principal place of business address.

B. The ~~annual~~ certificate shall be due on July 1 following the close of the calendar year until the dissolution of the articles of organization or the withdrawal of the foreign limited liability company has been filed with the Secretary of State.

C. The Secretary of State shall, at least sixty (60) days prior to July 1 of each year in which a company's certificate is due, cause to be mailed a notice of the ~~annual~~ certificate to each domestic limited liability company and each foreign limited liability company required to comply with the provisions of this section in care of its registered agent; or, if there is no agent listed upon the records of the Secretary of State, the last known

principal place of business address of the limited liability company.

D. A domestic limited liability company or foreign limited liability company that neglects, refuses or fails to file the ~~annual~~ certificate within sixty (60) days after the date due shall cease to be in good standing as a domestic limited liability company or registered as a foreign limited liability company in this state.

E. Until dissolution or withdrawal, a domestic limited liability company that has ceased to be in good standing or a foreign limited liability company that has ceased to be registered by reason of the failure to file the ~~annual~~ certificate with the Secretary of State may be restored to and have the status of a domestic limited liability company in good standing or a foreign limited liability company that is registered in this state upon the filing of the ~~annual~~ certificate for each year for which the domestic limited liability company or foreign limited liability company neglected, refused or failed to file the ~~annual~~ certificate within three (3) years from the date it is due.

F. A domestic limited liability company that has ceased to be in good standing by reason of its neglect, refusal or failure to file ~~an annual~~ a certificate with the Secretary of State or pay the registered agent fee to the Secretary of State shall remain a domestic limited liability company formed under this act until dissolution of its articles of organization. The Secretary of State shall not accept for filing any certificate or articles, except a resignation of a registered agent when a successor registered agent is not being appointed, required or permitted by this act to be filed in respect to any domestic limited liability company or foreign limited liability company which has neglected, refused or failed to file ~~an annual~~ a certificate, and shall not issue any certificate of good standing with respect to the domestic limited liability company or foreign limited liability company, unless or

until the domestic limited liability company or foreign limited liability company shall have been restored to and have the status of a domestic limited liability company in good standing or a foreign limited liability company duly registered in this state.

G. A domestic limited liability company that has ceased to be in good standing or a foreign limited liability company that has ceased to be registered in this state by reason of its neglect, refusal or failure to file ~~an annual~~ a certificate or pay an annual registered agent fee to the Secretary of State may not maintain any action, suit or proceeding in any court of this state until such domestic limited liability company or foreign limited liability company has been restored to and has the status of a domestic limited liability company or foreign limited liability company in good standing or duly registered in this state. An action, suit or proceeding may not be maintained in any court of this state by any successor or assignee of the domestic limited liability company or foreign limited liability company on any right, claim or demand arising out of the transaction of business by the domestic limited liability company after it has ceased to be in good standing or a foreign limited liability company that has ceased to be registered in this state until the domestic limited liability company or foreign limited liability company, or any person that has acquired all or substantially all of its assets, has filed its ~~annual~~ certificate with the Secretary of State or paid its registered agent fee to the Secretary of State then due and payable, together with penalties.

H. The neglect, refusal or failure of a domestic limited liability company or foreign limited liability company to file ~~an annual~~ a certificate or pay a registered agent fee to the Secretary of State shall not impair the validity on any contract, deed, mortgage, security interest, lien or act of the domestic limited liability company or foreign limited liability company or prevent

the domestic limited liability company or foreign limited liability company from defending any action, suit or proceeding with any court of this state.

I. A member or manager of a domestic limited liability company or foreign limited liability company is not liable for the debts, obligations or liabilities of the domestic limited liability company or foreign limited liability company solely by reason of the neglect, refusal or failure of the domestic limited liability company or foreign limited liability company to file ~~an annual~~ a certificate or pay a registered agent fee to the Secretary of State or by reason of the domestic limited liability company or foreign limited liability company ceasing to be in good standing or duly registered.

SECTION 2. This act shall become effective November 1, 2005.

50-1-780

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