ENGROSSED HOUSE AMENDMENT
TO
ENGROSSED SENATE BILL NO. 1523 By: Johnson (Rob) of the Senate

and

Jackson of the House

(limited liability companies - annual certificate -

imposing fee - notice -

effective date)

AMENDMENT NO. 1. Strike the stricken title, enacting clause and entire bill and insert

"An Act relating to limited liability companies; amending 18 O.S. 2011, Section 2055.2, which relates to annual certificate; imposing certain fee; modifying form of certain notice; and providing an effective date.

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

SECTION 1. AMENDATORY 18 O.S. 2011, 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 in the Office of the Secretary of State, which confirms it is an active business and includes its principal place of business address, and shall pay an annual certificate fee of Twenty-five Dollars ($25.00).

B. The annual certificate shall be due on the anniversary date of filing the articles of organization or registration, as the case may be, until cancellation of the articles of organization or withdrawal of the registration.

C. The Secretary of State shall, at least sixty (60) days before the anniversary date of each year, cause ~~to be mailed~~ a notice of the annual certificate to be sent to each domestic limited liability company and each foreign limited liability company required to comply with the provisions of this section to its last known ~~principal place of business~~ electronic mail address of record with the Secretary of State.

D. A domestic limited liability company or foreign limited liability company that fails to file the annual certificate and pay the annual certificate fee 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. Except for accepting a resignation of a registered agent when a successor registered agent is not being appointed or an application for reinstatement, the Secretary of State shall not accept for filing any certificate or articles, or issue any certificate of good standing, in respect to any domestic limited liability company that has ceased to be in good standing or foreign limited liability company that has ceased to be registered, unless or until the domestic limited liability company has been reinstated as a domestic limited liability company in good standing or the foreign limited liability company has been reinstated as a foreign limited liability company duly registered in this state.

F. 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 may not maintain any action, suit or proceeding in any court of this state until the domestic limited liability company has been reinstated as a domestic limited liability company in good standing or the foreign limited liability company has been reinstated as a foreign limited liability company 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 caused the limited liability company to be reinstated as a domestic limited liability company in good standing or as a foreign limited liability company duly registered in this state, as applicable.

G. A domestic limited liability company not in good standing for failure to file an annual certificate and pay the annual certificate fees or registered agent fees, including a domestic limited liability company whose articles of organization have been canceled under subsection B of Section 2012.1 of this title, or a foreign limited liability company whose registration was withdrawn for failure to file an annual certificate and pay the annual certificate fees or registered agent fees may apply to the Secretary of State for reinstatement by:

1. Filing all delinquent annual certificates with the Secretary of State and paying all delinquent annual certificate fees or paying all delinquent registered agent fees to the Secretary of State; and

2. Filing an application for reinstatement with the Secretary of State stating its name at the time it ceased to be in good standing or was withdrawn, the date it ceased to be in good standing or was withdrawn, and its current name, if its name at the time it

ceased to be in good standing or was withdrawn is no longer available under Section 2008 or 2045 of this title.

If the Secretary of State determines that the application contains the required information, the information is correct, all delinquent certificates or other filings are submitted, all delinquent fees are paid, and the name satisfies the requirements of Section 2008 or 2045 of this title, the Secretary of State shall accept the application for reinstatement and issue a certificate of reinstatement in the manner provided in Section 2007 of this title for domestic limited liability companies or Section 2044 of this title for foreign limited liability companies. If the limited liability company is required to change its name because its name at the time it ceased to be in good standing or was withdrawn is no longer available, acceptance of the reinstatement shall constitute an amendment to the domestic limited liability company's articles of organization to change its name or the adoption of a fictitious name by the foreign limited liability company, as applicable. The application for reinstatement may amend the articles of organization of the domestic limited liability company or the application for registration of the foreign limited liability company, subject in either case to the payment of the additional fee required in Section 2055 of this title for amendments; provided, that the application may not extend the term of a limited liability company that had expired before the application for reinstatement. For purposes of

this section, a foreign limited liability company applying for reinstatement is deemed to have done business continually in the state following the administrative withdrawal.

H. The failure of a domestic limited liability company or foreign limited liability company to file an annual certificate and pay an annual certificate fee or 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 failure of the domestic limited liability company or foreign limited liability company to file an annual certificate and pay an annual certificate fee or 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, 2012."

Passed the House of Representatives the 25th day of April, 2012.

_____
Presiding Officer of the House of Representatives

Passed the Senate the ____ day of _____, 2012.

_____
Presiding Officer of the Senate