

1 STATE OF OKLAHOMA

2 2nd Session of the 53rd Legislature (2012)

3 SENATE BILL 1523

By: Johnson (Rob)

4
5
6 AS INTRODUCED

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

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

13 SECTION 1. AMENDATORY 18 O.S. 2011, Section 2055.2, is
14 amended to read as follows:

15 Section 2055.2.

16 ANNUAL CERTIFICATE FOR DOMESTIC LIMITED LIABILITY

17 COMPANY AND FOREIGN LIMITED LIABILITY COMPANY

18 A. Every domestic limited liability company and every foreign
19 limited liability company registered to do business in this state
20 shall file a certificate each year in the Office of the Secretary of
21 State, which confirms it is an active business and includes its
22 principal place of business address, and shall pay an annual
23 certificate fee of Twenty-five Dollars (\$25.00).
24

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

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

12 D. A domestic limited liability company or foreign limited
13 liability company that fails to file the annual certificate and pay
14 the annual certificate fee within sixty (60) days after the date due
15 shall cease to be in good standing as a domestic limited liability
16 company or registered as a foreign limited liability company in this
17 state.

18 E. Except for accepting a resignation of a registered agent
19 when a successor registered agent is not being appointed or an
20 application for reinstatement, the Secretary of State shall not
21 accept for filing any certificate or articles, or issue any
22 certificate of good standing, in respect to any domestic limited
23 liability company that has ceased to be in good standing or foreign
24 limited liability company that has ceased to be registered, unless

1 or until the domestic limited liability company has been reinstated
2 as a domestic limited liability company in good standing or the
3 foreign limited liability company has been reinstated as a foreign
4 limited liability company duly registered in this state.

5 F. A domestic limited liability company that has ceased to be
6 in good standing or a foreign limited liability company that has
7 ceased to be registered in this state may not maintain any action,
8 suit or proceeding in any court of this state until the domestic
9 limited liability company has been reinstated as a domestic limited
10 liability company in good standing or the foreign limited liability
11 company has been reinstated as a foreign limited liability company
12 duly registered in this state. An action, suit or proceeding may
13 not be maintained in any court of this state by any successor or
14 assignee of the domestic limited liability company or foreign
15 limited liability company on any right, claim or demand arising out
16 of the transaction of business by the domestic limited liability
17 company after it has ceased to be in good standing or a foreign
18 limited liability company that has ceased to be registered in this
19 state until the domestic limited liability company or foreign
20 limited liability company, or any person that has acquired all or
21 substantially all of its assets, has caused the limited liability
22 company to be reinstated as a domestic limited liability company in
23 good standing or as a foreign limited liability company duly
24 registered in this state, as applicable.

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

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

13 2. Filing an application for reinstatement with the Secretary
14 of State stating its name at the time it ceased to be in good
15 standing or was withdrawn, the date it ceased to be in good standing
16 or was withdrawn, and its current name, if its name at the time it
17 ceased to be in good standing or was withdrawn is no longer
18 available under Section 2008 or 2045 of this title.

19 If the Secretary of State determines that the application
20 contains the required information, the information is correct, all
21 delinquent certificates or other filings are submitted, all
22 delinquent fees are paid, and the name satisfies the requirements of
23 Section 2008 or 2045 of this title, the Secretary of State shall
24 accept the application for reinstatement and issue a certificate of

1 reinstatement in the manner provided in Section 2007 of this title
2 for domestic limited liability companies or Section 2044 of this
3 title for foreign limited liability companies. If the limited
4 liability company is required to change its name because its name at
5 the time it ceased to be in good standing or was withdrawn is no
6 longer available, acceptance of the reinstatement shall constitute
7 an amendment to the domestic limited liability company's articles of
8 organization to change its name or the adoption of a fictitious name
9 by the foreign limited liability company, as applicable. The
10 application for reinstatement may amend the articles of organization
11 of the domestic limited liability company or the application for
12 registration of the foreign limited liability company, subject in
13 either case to the payment of the additional fee required in Section
14 2055 of this title for amendments; provided, that the application
15 may not extend the term of a limited liability company that had
16 expired before the application for reinstatement. For purposes of
17 this section, a foreign limited liability company applying for
18 reinstatement is deemed to have done business continually in the
19 state following the administrative withdrawal.

20 H. The failure of a domestic limited liability company or
21 foreign limited liability company to file an annual certificate and
22 pay an annual certificate fee or a registered agent fee to the
23 Secretary of State shall not impair the validity on any contract,
24 deed, mortgage, security interest, lien or act of the domestic

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

5 I. A member or manager of a domestic limited liability company
6 or foreign limited liability company is not liable for the debts,
7 obligations or liabilities of the domestic limited liability company
8 or foreign limited liability company solely by reason of the failure
9 of the domestic limited liability company or foreign limited
10 liability company to file an annual certificate and pay an annual
11 certificate fee or a registered agent fee to the Secretary of State
12 or by reason of the domestic limited liability company or foreign
13 limited liability company ceasing to be in good standing or duly
14 registered.

15 SECTION 2. This act shall become effective November 1, 2012.

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