

## LEGISLATIVE BILL 907

Approved by the Governor April 17, 2008

Introduced by Pirsch, 4.

FOR AN ACT relating to corporations and other companies; to amend sections 21-1905, 21-2604, and 21-2611, Reissue Revised Statutes of Nebraska, and section 21-2005, Revised Statutes Supplement, 2007; to change provisions relating to fees; to change provisions relating to names and reinstatement of limited liability companies; to harmonize provisions; and to repeal the original sections.

Be it enacted by the people of the State of Nebraska,

Section 1. Section 21-1905, Reissue Revised Statutes of Nebraska, is amended to read:

21-1905 (a) The Secretary of State shall collect the following fees when the documents described in this subsection are delivered for filing:

Document	Fee
<del>(1)(i) Articles of incorporation or (ii) documents relating to domestication</del>	<del>\$10.00</del>
<del>(2) Application for use of indistinguishable name</del>	<del>\$25.00</del>
<del>(3) Application for reserved name</del>	<del>\$25.00</del>
<del>(4) Notice of transfer of reserved name</del>	<del>\$25.00</del>
<del>(5) Application for registered name</del>	<del>\$25.00</del>
<del>(6) Application for renewal of registered name</del>	<del>\$25.00</del>
<del>(7) Corporation's statement of change of registered agent or registered office or both</del>	<del>\$5.00</del>
<del>(8) Agent's statement of change of registered office for each affected corporation (not to exceed a total of \$1,000)</del>	<del>\$25.00</del>
<del>(9) Agent's statement of resignation</del>	<del>no fee</del>
<del>(10) Amendment of articles of incorporation</del>	<del>\$5.00</del>
<del>(11) Restatement of articles of incorporation with amendments</del>	<del>\$5.00</del>
<del>(12) Articles of merger</del>	<del>\$5.00</del>
<del>(13) Articles of dissolution</del>	<del>\$5.00</del>
<del>(14) Articles of revocation of dissolution</del>	<del>\$5.00</del>
<del>(15) Certificate of administrative dissolution</del>	<del>no fee</del>
<del>(16) Application for reinstatement following administrative dissolution</del>	<del>\$5.00</del>
<del>(17) Certificate of reinstatement</del>	<del>no fee</del>
<del>(18) Certificate of judicial dissolution</del>	<del>no fee</del>
<del>(19) Certificate of authority</del>	<del>\$10.00</del>

<del>(20)</del> Application for amended certificate of authority	\$5.00
<del>(21)</del> Application for certificate of withdrawal	\$5.00
<del>(22)</del> Certificate of revocation of authority to transact business	no fee
<del>(23)</del> Biennial report	\$20.00
<del>(24)</del> Articles of correction	\$5.00
<del>(25)</del> Application for certificate of good standing	\$10.00
<del>(26)</del> Any other document required or permitted to be filed by the Nebraska Nonprofit Corporation Act	\$5.00
<del>(i)</del> Amendments	\$5.00
<del>(ii)</del> Mergers	\$5.00
<u>(1) (i) Articles of incorporation or (ii) documents relating to domestication...\$10.00</u>	
<u>(2) Application for reserved name...\$25.00</u>	
<u>(3) Notice of transfer of reserved name...\$25.00</u>	
<u>(4) Application for registered name...\$25.00</u>	
<u>(5) Application for renewal of registered name...\$25.00</u>	
<u>(6) Corporation's statement of change of registered agent or registered office or both...\$5.00</u>	
<u>(7) Agent's statement of change of registered office for each affected corporation...\$25.00 (not to exceed a total of \$1,000)</u>	
<u>(8) Agent's statement of resignation...no fee</u>	
<u>(9) Amendment of articles of incorporation...\$5.00</u>	
<u>(10) Restatement of articles of incorporation with amendments...\$5.00</u>	
<u>(11) Articles of merger...\$5.00</u>	
<u>(12) Articles of dissolution...\$5.00</u>	
<u>(13) Articles of revocation of dissolution...\$5.00</u>	
<u>(14) Certificate of administrative dissolution...no fee</u>	
<u>(15) Application for reinstatement following administrative dissolution...\$5.00</u>	
<u>(16) Certificate of reinstatement...no fee</u>	
<u>(17) Certificate of judicial dissolution...no fee</u>	
<u>(18) Certificate of authority...\$10.00</u>	
<u>(19) Application for amended certificate of authority...\$5.00</u>	
<u>(20) Application for certificate of withdrawal...\$5.00</u>	
<u>(21) Certificate of revocation of authority to transact business...no fee</u>	
<u>(22) Biennial report...\$20.00</u>	
<u>(23) Articles of correction...\$5.00</u>	
<u>(24) Application for certificate of good standing...\$10.00</u>	
<u>(25) Any other document required or permitted to be filed by the Nebraska Nonprofit Corporation Act...\$5.00</u>	
<u>(i) Amendments...\$5.00</u>	
<u>(ii) Mergers...\$5.00</u>	

(b) The Secretary of State shall collect a recording fee of five dollars per page in addition to the fees set forth in subsection (a) of this section.

(c) The Secretary of State shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign corporation:

- (1) \$1.00 per page; and
- (2) \$10.00 for the certificate.

(d) All fees set forth in this section shall be collected by the Secretary of State and remitted to the State Treasurer and credited two-thirds to the General Fund and one-third to the Corporation Cash Fund.

Sec. 2. Section 21-2005, Revised Statutes Supplement, 2007, is amended to read:

21-2005 (1) The Secretary of State shall collect the fees prescribed by this section when the documents described in this subsection are delivered to him or her for filing:

(a) Articles of incorporation or documents relating to domestication:

- (i) If the capital stock is \$10,000 or less, the fee shall be \$60;
- (ii) If the capital stock is more than \$10,000 but does not exceed \$25,000, the fee shall be \$100;
- (iii) If the capital stock is more than \$25,000 but does not exceed \$50,000, the fee shall be \$150;
- (iv) If the capital stock is more than \$50,000 but does not exceed \$75,000, the fee shall be \$225;
- (v) If the capital stock is more than \$75,000 but does not exceed \$100,000, the fee shall be \$300; and
- (vi) If the capital stock is more than \$100,000, the fee shall be \$300, plus \$3 additional for each \$1,000 in excess of \$100,000.

For purposes of computing this fee, the capital stock of a corporation organized under the laws of any other state that domesticates in this state, and which stock does not have a par value, shall be deemed to have a par value of an amount per share equal to the amount paid in as capital for each of such shares as are then issued and outstanding, and in no event less than one dollar per share.

(b) Articles of incorporation or documents relating to domestication if filed by an insurer holding a certificate of authority issued by the Director of Insurance, the fee shall be \$300.

- ~~(c)~~ Application for use of indistinguishable name...\$25
- ~~(d)~~ (c) Application for reserved name...\$25
- ~~(e)~~ (d) Notice of transfer of reserved name...\$25
- ~~(f)~~ (e) Application for registered name...\$25
- ~~(g)~~ (f) Application for renewal of registered name...\$25
- ~~(h)~~ (g) Corporation's statement of change of registered agent or registered office or both...\$25
- ~~(i)~~ (h) Agent's statement of change of registered office for each affected corporation...\$25 not to exceed a total of...\$1,000
- ~~(j)~~ (i) Agent's statement of resignation...No fee
- ~~(k)~~ (j) Amendment of articles of incorporation...\$25
- ~~(l)~~ (k) Restatement of articles of incorporation...\$25 with amendment of articles...\$25
- ~~(m)~~ (l) Articles of merger or share exchange...\$25
- ~~(n)~~ (m) Articles of dissolution...\$45
- ~~(o)~~ (n) Articles of revocation of dissolution...\$25
- ~~(p)~~ (o) Certificate of administrative dissolution...No fee
- ~~(q)~~ (p) Application for reinstatement...\$25
- ~~(r)~~ (q) Certificate of reinstatement...No fee
- ~~(s)~~ (r) Certificate of judicial dissolution...No fee
- ~~(t)~~ (s) Application for certificate of authority...\$130
- ~~(u)~~ (t) Application for amended certificate of authority...\$25
- ~~(v)~~ (u) Application for certificate of withdrawal...\$25
- ~~(w)~~ (v) Certificate of revocation of authority to transact business...No fee
- ~~(x)~~ (w) Articles of correction...\$25
- ~~(y)~~ (x) Application for certificate of existence or authorization...\$25
- ~~(z)~~ (y) Any other document required or permitted to be filed by the Business Corporation Act...\$25.

(2) The Secretary of State shall collect a recording fee of five dollars per page in addition to the fees set forth in subsection (1) of this section.

(3) The Secretary of State shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign corporation:

- (a) One dollar per page for copying; and
- (b) Ten dollars for the certificate.

(4) All fees set forth in this section shall be collected by the Secretary of State and remitted to the State Treasurer and credited two-thirds to the General Fund and one-third to the Corporation Cash Fund.

Sec. 3. Section 21-2604, Reissue Revised Statutes of Nebraska, is amended to read:

21-2604 (1) The words limited liability company, ltd. liability company, or ltd. liability co., or the abbreviation L.L.C. or LLC, shall be the last words of the name of every limited liability company, and the limited liability company name may not:

- (a) Contain a word or phrase which indicates or implies that it is organized for a purpose other than one or more of the purposes contained in its articles of organization; or

(b) ~~Be Except as provided in subsection (2) of this section, be the same as or deceptively similar to the name of a limited liability company or corporation existing under the laws of this state or a foreign limited liability company or corporation authorized to transact business in this state or a name the exclusive right to which is reserved in any manner provided under the laws of this state.~~

(2) A limited liability company may apply to the Secretary of State for authorization to use a name that is deceptively similar to, upon the records of the Secretary of State, one or more of the names described in subsection (1) of this section. The Secretary of State shall authorize use of the name applied for if:

(a) The other limited liability company or business entity consents to the use in writing; or

(b) The applicant delivers to the Secretary of State a certified copy of the final judgment of a court of competent jurisdiction that establishes the applicant's right to use the name applied for in this state.

~~(2) (3) Omission of the words or an abbreviation required by subsection (1) of this section in the use of the name of the limited liability company shall render any person who participates in the omission or who knowingly acquiesces in such omission liable for indebtedness, damage, or liability caused by the omission.~~

~~(3) (4) Identification as a limited liability company in the manner required by subsection (1) of this section shall appear at the end of the name of the limited liability company on all correspondence, stationery, checks, invoices, and documents executed by the limited liability company.~~

Sec. 4. Section 21-2611, Reissue Revised Statutes of Nebraska, is amended to read:

21-2611 If a limited liability company has failed for ninety days to appoint and maintain a registered agent in this state, has failed for ninety days after change of its registered office or registered agent to file with the Secretary of State a statement of the change, or has failed to pay any fee required by section 21-2634, it shall be deemed to be transacting business within this state without authority and to have forfeited any franchises, rights, or privileges acquired under the laws of this state. The Secretary of State shall mail a notice of failure to comply to the limited liability company at its registered office by certified mail. Unless the limited liability company comes into compliance within thirty days after the delivery of notice, the limited liability company shall be deemed to be defunct and to have forfeited its certificate of organization. A defunct limited liability company may at any time ~~within one year~~ after the forfeiture of its certificate be revived and reinstated by filing any necessary documents, paying any fees, and paying an additional fee of one hundred dollars. A revived and reinstated limited liability company shall have the same force and effect as if its existence had not been defunct.

Sec. 5. Original sections 21-1905, 21-2604, and 21-2611, Reissue Revised Statutes of Nebraska, and section 21-2005, Revised Statutes Supplement, 2007, are repealed.