

LEGISLATURE OF NEBRASKA
ONE HUNDRED FOURTH LEGISLATURE
FIRST SESSION

LEGISLATIVE BILL 279

Introduced by Schumacher, 22.

Read first time January 14, 2015

Committee: Banking, Commerce and Insurance

1 A BILL FOR AN ACT relating to business entities; to amend sections
2 21-152, 21-1905, 21-19,139, 21-19,159, 21-2005, 21-20,160,
3 21-20,180.01, and 21-2995, Reissue Revised Statutes of Nebraska, and
4 sections 21-192, 21-205, 21-2,195, 21-2,219, 21-323.01, 21-325.01,
5 and 21-414, Revised Statutes Cumulative Supplement, 2014; to change
6 provisions and fees relating to reinstatement; to harmonize
7 provisions; to provide operative dates; to repeal the original
8 sections; to outright repeal sections 21-2005, 21-20,160, and
9 21-20,180.01, Reissue Revised Statues of Nebraska, as amended by
10 this legislative bill; and to declare an emergency.
11 Be it enacted by the people of the State of Nebraska,

1 Section 1. Section 21-152, Reissue Revised Statutes of Nebraska, is
2 amended to read:

3 21-152 (ULLCA 706) (a) A limited liability company that has been
4 administratively dissolved may apply to the Secretary of State for
5 reinstatement within five years after the effective date of its
6 dissolution. The application must be delivered to the Secretary of State
7 for filing and state:

8 (1) the name of the company and the effective date of its
9 dissolution;

10 (2) that the grounds for dissolution did not exist or have been
11 eliminated; and

12 (3) that the company's name satisfies the requirements of section
13 21-108.

14 (b) If the Secretary of State determines that an application under
15 subsection (a) of this section contains the required information and that
16 the information is correct, the Secretary of State shall prepare a
17 declaration of reinstatement that states this determination, sign and
18 file the original of the declaration of reinstatement, and serve the
19 limited liability company with a copy.

20 (c) A limited liability company that has been administratively
21 dissolved for more than five years may apply to the Secretary of State
22 for late reinstatement. The application must be delivered to the
23 Secretary of State for filing, along with the fee set forth in section
24 21-192, and state:

25 (1) The name of the company and the effective date of its
26 dissolution;

27 (2) That the grounds for dissolution did not exist or have been
28 eliminated;

29 (3) That the company's name satisfies the requirements of section
30 21-108;

31 (4) That a legitimate reason exists for reinstatement and what such

1 legitimate reason is; and

2 (5) That such reinstatement does not constitute fraud on the public.

3 (d) If the Secretary of State determines that an application under
4 subsection (c) of this section contains the required information and that
5 the information is correct, the Secretary of State shall prepare a
6 declaration of reinstatement that states this determination, sign and
7 file the original of the declaration of reinstatement, and serve the
8 limited liability company with a copy.

9 (e e) When a reinstatement becomes effective, it relates back to and
10 takes effect as of the effective date of the administrative dissolution
11 and the limited liability company may resume its activities as if the
12 dissolution had not occurred.

13 Sec. 2. Section 21-192, Revised Statutes Cumulative Supplement,
14 2014, is amended to read:

15 21-192 (1) The filing fee for all filings under the Nebraska Uniform
16 Limited Liability Company Act, including amendments and name reservation,
17 shall be ten dollars plus the recording fees set forth in subdivision (4)
18 of section 33-101, except that the filing fee for filing a certificate of
19 organization under section 21-117 and for filing an application for a
20 certificate of authority to transact business in this state as a foreign
21 limited liability company under section 21-156 shall be one hundred
22 dollars plus such recording fees and ten dollars for a certificate. The
23 filing fee for filing a statement of change of address for an agent for
24 service of process shall be ten dollars for each limited liability
25 company or foreign limited liability company for which the agent is
26 designated plus the recording fees set forth in subdivision (4) of
27 section 33-101. There shall be no recording fee collected for the filing
28 of a biennial report required by section 21-125 or any corrections or
29 amendments thereto.

30 (2) The fee for an application for reinstatement more than five
31 years after the effective date of an administrative dissolution shall be

1 five hundred dollars.

2 (~~3~~ 2) A fee of one dollar per page plus ten dollars per certificate
3 shall be paid for a certified copy of any document on file under the act.

4 (~~4~~ 3) The fees for filings under the act shall be paid to the
5 Secretary of State and remitted by him or her to the State Treasurer. The
6 State Treasurer shall credit two-thirds of the fees to the General Fund
7 and one-third of the fees to the Corporation Cash Fund.

8 Sec. 3. Section 21-205, Revised Statutes Cumulative Supplement,
9 2014, is amended to read:

10 21-205 (MBCA 1.22) (a) The Secretary of State shall collect the
11 following fees when the documents described in this subsection are
12 delivered to the Secretary of State for filing:

13 (1) Articles of incorporation, articles of domestication, or
14 articles of domestication and conversion:

15 (i) If the capital stock is \$10,000 or less, the fee shall be \$60;

16 (ii) If the capital stock is more than \$10,000 but does not exceed
17 \$25,000, the fee shall be \$100;

18 (iii) If the capital stock is more than \$25,000 but does not exceed
19 \$50,000, the fee shall be \$150;

20 (iv) If the capital stock is more than \$50,000 but does not exceed
21 \$75,000, the fee shall be \$225;

22 (v) If the capital stock is more than \$75,000 but does not exceed
23 \$100,000, the fee shall be \$300; and

24 (vi) If the capital stock is more than \$100,000, the fee shall be
25 \$300, plus \$3 additional for each \$1,000 in excess of \$100,000.

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

- 1 (2) Articles of incorporation or articles of domestication if filed
- 2 by an insurer holding a certificate of authority issued by the Director
- 3 of Insurance, the fee shall be \$300;
- 4 (3) Application for use of deceptively similar name...\$25;
- 5 (4) Application for reserved name...\$25;
- 6 (5) Notice of transfer of reserved name...\$25;
- 7 (6) Application for registered name...\$25;
- 8 (7) Application for renewal of registered name...\$25;
- 9 (8) Corporation's statement of change of registered agent or
- 10 registered office or both...\$25;
- 11 (9) Agent's statement of change of registered office for each
- 12 affected corporation...\$25 not to exceed a total of...\$1,000;
- 13 (10) Agent's statement of resignation...No fee;
- 14 (11) Articles of charter surrender...\$25;
- 15 (12) Articles of nonprofit conversion...\$25;
- 16 (13) Articles of entity conversion...\$25;
- 17 (14) Amendment of articles of incorporation...\$25;
- 18 (15) Restatement of articles of incorporation...\$25
- 19 with amendment of articles...\$25;
- 20 (16) Articles of merger or share exchange...\$25;
- 21 (17) Articles of dissolution...\$45;
- 22 (18) Articles of revocation of dissolution...\$25;
- 23 (19) Certificate of administrative dissolution...No fee;
- 24 (20) Application for reinstatement following administrative
- 25 dissolution or revocation...\$25;
- 26 (21) Application for reinstatement more than five years after the
- 27 effective date of an administrative dissolution or administrative
- 28 revocation...\$500;
- 29 (~~22~~ 21) Certificate of reinstatement...No fee;
- 30 (~~23~~ 22) Certificate of judicial dissolution...No fee;
- 31 (~~24~~ 23) Application for certificate of authority...\$130;

- 1 (25 24) Application for amended certificate of authority...\$25;
2 (26 25) Application for certificate of withdrawal...\$25;
3 (27 26) Application for transfer of authority...\$25;
4 (28 27) Certificate of revocation of authority to transact
5 business...No fee;
6 (29 28) Articles of correction...\$25;
7 (30 29) Application for certificate of existence or authorization...
8 \$25; and
9 (31 30) Any other document required or permitted to be filed by the
10 Nebraska Model Business Corporation Act...\$25.

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

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

- 17 (1) One dollar per page for copying; and
18 (2) Ten dollars for the certificate.

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

22 Sec. 4. Section 21-2,195, Revised Statutes Cumulative Supplement,
23 2014, is amended to read:

24 21-2,195 (MBCA 14.22) (a) A corporation administratively dissolved
25 under section 21-2,194 may apply to the Secretary of State for
26 reinstatement within five years after the effective date of dissolution.
27 The application must:

- 28 (1) Recite the name of the corporation and the effective date of its
29 administrative dissolution;
30 (2) State that the ground or grounds for dissolution either did not
31 exist or have been eliminated; and

1 (3) State that the corporation's name satisfies the requirements of
2 section 21-230.

3 (b) If the Secretary of State determines (1) that the application
4 for reinstatement contains the information required by subsection (a) of
5 this section and that the information is correct and (2) that the
6 corporation has paid to the Secretary of State all delinquent fees and
7 has delivered to the Secretary of State a properly executed and signed
8 biennial report, the Secretary of State shall cancel the certificate of
9 dissolution and prepare a certificate of reinstatement that recites such
10 determination and the effective date of reinstatement, file the original
11 of the certificate, and serve a copy on the corporation under section
12 21-236.

13 (c) A corporation that has been administratively dissolved under
14 section 21-2,194 for more than five years may apply to the Secretary of
15 State for late reinstatement. The application, along with the fee set
16 forth in section 21-205, must:

17 (1) Recite the name of the corporation and the effective date of its
18 administrative dissolution;

19 (2) State that the ground or grounds for dissolution either did not
20 exist or have been eliminated;

21 (3) State that the corporation's name satisfies the requirements of
22 section 21-230;

23 (4) State that a legitimate reason exists for reinstatement and what
24 such legitimate reason is; and

25 (5) State that such reinstatement does not constitute fraud on the
26 public.

27 (d) If the Secretary of State determines (1) that the application
28 for late reinstatement contains the information required by subsection
29 (c) of this section and that the information is correct and (2) that the
30 corporation has paid to the Secretary of State all delinquent fees and
31 has delivered to the Secretary of State a properly executed and signed

1 biennial report, the Secretary of State shall cancel the certificate of
2 dissolution and prepare a certificate of late reinstatement that recites
3 such determination and the effective date of reinstatement, file the
4 original of the certificate, and serve a copy on the corporation under
5 section 21-236.

6 (e) When the reinstatement is effective, it relates back to and
7 takes effect as of the effective date of the administrative dissolution
8 and the corporation resumes carrying on its business as if the
9 administrative dissolution had never occurred.

10 Sec. 5. Section 21-2,219, Revised Statutes Cumulative Supplement,
11 2014, is amended to read:

12 21-2,219 (a) A foreign corporation, the certificate of authority of
13 which has been administratively revoked under section 21-2,218, may apply
14 to the Secretary of State for reinstatement within five years after the
15 effective date of the revocation. The application must:

16 (1) Recite the name of the foreign corporation and the effective
17 date of the revocation;

18 (2) State that the ground or grounds for revocation either did not
19 exist or have been eliminated; and

20 (3) State that the foreign corporation's name satisfies the
21 requirements of section 21-2,208.

22 (b) If the Secretary of State determines (1) that the application
23 for reinstatement contains the information required by subsection (a) of
24 this section and that the information is correct and (2) that the foreign
25 corporation has paid to the Secretary of State all delinquent fees and
26 has delivered to the Secretary of State a properly executed and signed
27 biennial report, he or she shall cancel the certificate of revocation,
28 prepare a certificate of reinstatement that recites his or her
29 determination and the effective date of reinstatement, file the original
30 of the certificate, and serve a copy on the foreign corporation under
31 section 21-2,212.

1 (c) A foreign corporation, the certificate of authority of which has
2 been administratively revoked under section 21-2,218 for more than five
3 years, may apply to the Secretary of State for late reinstatement. The
4 application, along with the fee set forth in section 21-205, must:

5 (1) Recite the name of the foreign corporation and the effective
6 date of the revocation;

7 (2) State that the ground or grounds for revocation either did not
8 exist or have been eliminated;

9 (3) State that the foreign corporation's name satisfies the
10 requirements of section 21-2,208;

11 (4) State that a legitimate reason exists for reinstatement and what
12 such legitimate reason is; and

13 (5) State that such reinstatement does not constitute fraud on the
14 public.

15 (d) If the Secretary of State determines that the application for
16 late reinstatement contains the information required by subsection (c) of
17 this section and that the information is correct and (2) that the foreign
18 corporation has paid to the Secretary of State all delinquent fees and
19 has delivered to the Secretary of State a properly executed and signed
20 biennial report, he or she shall cancel the certificate of revocation,
21 prepare a certificate of late reinstatement that recites his or her
22 determination and the effective date of reinstatement, file the original
23 of the certificate, and serve a copy on the foreign corporation under
24 section 21-2,212.

25 (e e) When the reinstatement is effective, it relates back to and
26 takes effect as of the effective date of the revocation and the foreign
27 corporation shall resume carrying on its business as if the revocation
28 had never occurred.

29 Sec. 6. Section 21-323.01, Revised Statutes Cumulative Supplement,
30 2014, is amended to read:

31 21-323.01 (1)(a) Until January 1, 2016, the provisions of this

1 subsection apply. A corporation automatically dissolved under section
2 21-323 may apply to the Secretary of State for reinstatement within five
3 years after the effective date of its automatic dissolution. The
4 application shall:

5 (i) Recite the name of the corporation and the effective date of its
6 automatic dissolution;

7 (ii) State that the ground or grounds for dissolution either did not
8 exist or have been eliminated;

9 (iii) State that the corporation's name satisfies the requirements
10 of section 21-2028; and

11 (iv) Be accompanied by a fee in the amount prescribed in section
12 21-2005, as such section may from time to time be amended, for an
13 application for reinstatement.

14 (b) If the Secretary of State determines (i) that the application
15 for reinstatement contains the information required by subdivision (a) of
16 this subsection and that the information is correct and (ii) that the
17 corporation has complied with subdivision (f) of this subsection, he or
18 she shall cancel the certificate of dissolution, prepare a certificate of
19 reinstatement that recites his or her determination and the effective
20 date of reinstatement, file the original of the certificate, and serve a
21 copy on the corporation under section 21-2034.

22 (c) A corporation that has been automatically dissolved under
23 section 21-323 for more than five years may apply to the Secretary of
24 State for late reinstatement. The application shall:

25 (i) Recite the name of the corporation and the effective date of its
26 automatic dissolution;

27 (ii) State that the ground or grounds for dissolution either did not
28 exist or have been eliminated;

29 (iii) State that the corporation's name satisfies the requirements
30 of section 21-2028;

31 (iv) State that a legitimate reason exists for reinstatement and

1 what such legitimate reason is;

2 (v) State that such reinstatement does not constitute fraud on the
3 public; and

4 (vi) Be accompanied by a fee in the amount prescribed in section
5 21-2005, as such section may from time to time be amended, for an
6 application for late reinstatement.

7 (d) If the Secretary of State determines (i) that an application for
8 late reinstatement contains the information required by subdivision (c)
9 of this subsection and that the information is correct and (ii) that the
10 corporation has complied with subdivision (f) of this subsection, he or
11 she shall cancel the certificate of dissolution, prepare a certificate of
12 late reinstatement that recites his or her determination and the
13 effective date of the reinstatement, file the original of the
14 certificate, and serve a copy on the corporation under section 21-2034.

15 (e) When the reinstatement is effective, it shall relate back to and
16 take effect as of the effective date of the automatic dissolution and the
17 corporation shall resume carrying on its business as if the automatic
18 dissolution had never occurred.

19 (f) A corporation applying for reinstatement under this section
20 shall:

21 (i)(A) Pay to the Secretary of State a sum equal to all occupation
22 taxes delinquent at the time the corporation was automatically dissolved,
23 plus a sum equal to all occupation taxes which would otherwise have been
24 due for the years the corporation was automatically dissolved; and (B)
25 deliver to the Secretary of State a properly executed and signed biennial
26 report for the most recent even-numbered year; and

27 (ii) Pay to the Secretary of State an additional amount derived by
28 multiplying the rate specified in section 45-104.02, as such rate may
29 from time to time be adjusted, times the amount of occupation taxes
30 required to be paid by it for each year that such corporation was
31 automatically dissolved.

1 (2)(a) Beginning January 1, 2016, the provisions of this subsection
2 apply. (1) A corporation administratively dissolved under section 21-323
3 may apply to the Secretary of State for reinstatement within five years
4 after the effective date of its administrative dissolution. The
5 application shall:

6 (i a) Recite the name of the corporation and the effective date of
7 its administrative dissolution;

8 (ii b) State that the ground or grounds for dissolution either did
9 not exist or have been eliminated;

10 (iii e) State that the corporation's name satisfies the requirements
11 of section 21-230; and

12 (iv d) Be accompanied by a fee in the amount prescribed in section
13 21-205, as such section may from time to time be amended, for an
14 application for reinstatement.

15 (b 2) If the Secretary of State determines (i a) that the
16 application for reinstatement contains the information required by
17 subdivision (a) subsection (1) of this subsection section and that the
18 information is correct and (b) that the corporation has complied with
19 subdivision (2)(f) subsection (4) of this subsection section, he or she
20 shall cancel the certificate of dissolution, prepare a certificate of
21 reinstatement that recites his or her determination and the effective
22 date of reinstatement, file the original of the certificate, and serve a
23 copy on the corporation under section 21-236.

24 (c) A corporation administratively dissolved under section 21-323
25 for more than five years may apply to the Secretary of State for late
26 reinstatement. The application shall:

27 (i) Recite the name of the corporation and the effective date of its
28 administrative dissolution;

29 (ii) State that the ground or grounds for dissolution either did not
30 exist or have been eliminated;

31 (iii) State that the corporation's name satisfies the requirements

1 of section 21-230;

2 (iv) State that a legitimate reason exists for reinstatement and
3 what such legitimate reason is;

4 (v) State that such reinstatement does not constitute fraud on the
5 public; and

6 (vi) Be accompanied by a fee in the amount prescribed in section
7 21-205, as such section may from time to time be amended, for an
8 application for late reinstatement.

9 (d) If the Secretary of State determines (i) that the application
10 for late reinstatement contains the information required by subdivision
11 (c) of this subsection and that the information is correct and (ii) that
12 the corporation has complied with subdivision (2)(f) of this subsection,
13 he or she shall cancel the certificate of dissolution, prepare a
14 certificate of late reinstatement that recites his or her determination
15 and the effective date of reinstatement, file the original of the
16 certificate, and serve a copy on the corporation under section 21-236.

17 (e 3) When the reinstatement is effective, it shall relate back to
18 and take effect as of the effective date of the administrative
19 dissolution and the corporation shall resume carrying on its business as
20 if the administrative dissolution had never occurred.

21 (f 4) A corporation applying for reinstatement under this section
22 shall:

23 (i)(A) ~~(a)(i)~~ Pay to the Secretary of State a sum equal to all
24 occupation taxes delinquent at the time the corporation was
25 administratively dissolved, plus a sum equal to all occupation taxes
26 which would otherwise have been due for the years the corporation was
27 administratively dissolved and (B ~~ii~~) deliver to the Secretary of State a
28 properly executed and signed biennial report for the most recent even-
29 numbered year; and

30 (ii b) Pay to the Secretary of State an additional amount derived by
31 multiplying the rate specified in section 45-104.02, as such rate may

1 from time to time be adjusted, times the amount of occupation taxes
2 required to be paid by it for each year that such corporation was
3 administratively dissolved.

4 Sec. 7. Section 21-325.01, Revised Statutes Cumulative Supplement,
5 2014, is amended to read:

6 21-325.01 (1)(a) Until January 1, 2016, the provisions of this
7 subsection apply. A foreign corporation, the certificate of authority of
8 which has been revoked under section 21-325, may apply to the Secretary
9 of State for reinstatement within five years after the effective date of
10 the revocation. The application shall:

11 (i) Recite the name of the foreign corporation and the effective
12 date of the revocation;

13 (ii) State that the ground or grounds for revocation either did not
14 exist or have been eliminated;

15 (iii) State that the foreign corporation's name satisfies the
16 requirements of section 21-20,173; and

17 (iv) Be accompanied by a fee in the amount prescribed in section
18 21-2005, as such section may from time to time be amended, for an
19 application for reinstatement.

20 (b) If the Secretary of State determines (i) that the application
21 contains the information required by subdivision (a) of this subsection
22 and that the information is correct and (b) that the foreign corporation
23 has complied with subdivision (f) of this subsection, he or she shall
24 cancel the certificate of revocation, prepare a certificate of
25 reinstatement that recites his or her determination and the effective
26 date of reinstatement, file the original of the certificate, and serve a
27 copy on the foreign corporation under section 21-20,177.

28 (c) A foreign corporation, the certificate of authority of which has
29 been automatically revoked under section 21-325 for more than five years
30 may apply to the Secretary of State for late reinstatement. The
31 application shall:

1 (i) Recite the name of the foreign corporation and the effective
2 date of the revocation;

3 (ii) State that the ground or grounds for revocation either did not
4 exist or have been eliminated;

5 (iii) State that the foreign corporation's name satisfies the
6 requirements of section 21-20,173;

7 (iv) State that a legitimate reason exists for reinstatement and
8 what such legitimate reason is;

9 (v) State that such reinstatement does not constitute fraud on the
10 public; and

11 (vi) Be accompanied by a fee in the amount prescribed in section
12 21-2005, as such section may from time to time be amended, for an
13 application for late reinstatement.

14 (d) If the Secretary of State determines (i) that the application
15 for late reinstatement contains the information required by subdivision
16 (c) of this subsection and that the information is correct and (ii) that
17 the foreign corporation has complied with subdivision (f) of this
18 subsection, he or she shall cancel the certificate of revocation, prepare
19 a certificate of late reinstatement that recites his or her determination
20 and the effective date of reinstatement, file the original of the
21 certificate, and serve a copy on the foreign corporation under section
22 21-20,177.

23 (e) When the reinstatement is effective, it shall relate back to and
24 take effect as of the effective date of the revocation and the foreign
25 corporation shall resume carrying on its business as if the revocation
26 had never occurred.

27 (f) A foreign corporation applying for reinstatement under this
28 section shall:

29 (i)(A) Pay to the Secretary of State a sum equal to all occupation
30 taxes delinquent as of the effective date of the revocation, plus a sum
31 equal to all occupation taxes which would otherwise have been due for the

1 years the foreign corporation's certificate of authority was revoked; and
2 (B) deliver to the Secretary of State a properly executed and signed
3 biennial report for the most recent even-numbered year; and

4 (ii) Pay to the Secretary of State an additional amount derived by
5 multiplying the rate specified in section 45-104.02, as such rate may
6 from time to time be adjusted, times the amount of occupation taxes
7 required to be paid by it for each year that such foreign corporation's
8 certificate of authority was revoked.

9 (2)(a) Beginning January 1, 2016, the provisions of this subsection
10 apply. (1) A foreign corporation, the certificate of authority of which
11 has been administratively revoked under section 21-325, may apply to the
12 Secretary of State for reinstatement within five years after the
13 effective date of the revocation. The application shall:

14 (i a) Recite the name of the foreign corporation and the effective
15 date of the revocation;

16 (ii b) State that the ground or grounds for revocation either did
17 not exist or have been eliminated;

18 (iii c) State that the foreign corporation's name satisfies the
19 requirements of section 21-2,208; and

20 (iv d) Be accompanied by a fee in the amount prescribed in section
21 21-205, as such section may from time to time be amended, for an
22 application for reinstatement.

23 (b 2) If the Secretary of State determines (i a) that the
24 application contains the information required by subdivision (a)
25 ~~subsection (1)~~ of this subsection ~~section~~ and that the information is
26 correct and (ii b) that the foreign corporation has complied with
27 subdivision (f) ~~subsection (4)~~ of this subsection ~~section~~, he or she
28 shall cancel the certificate of revocation, prepare a certificate of
29 reinstatement that recites his or her determination and the effective
30 date of reinstatement, file the original of the certificate, and serve a
31 copy on the foreign corporation under section 21-2,212.

1 (c) A foreign corporation, the certificate of authority of which has
2 been administratively revoked under section 21-325 for more than five
3 years may apply to the Secretary of State for late reinstatement. The
4 application shall:

5 (i) Recite the name of the foreign corporation and the effective
6 date of the revocation;

7 (ii) State that the ground or grounds for revocation either did not
8 exist or have been eliminated;

9 (iii) State that the foreign corporation's name satisfies the
10 requirements of section 21-2,208;

11 (iv) State that a legitimate reason exists for reinstatement and
12 what such legitimate reason is;

13 (v) State that such reinstatement does not constitute fraud on the
14 public; and

15 (vi) Be accompanied by a fee in the amount prescribed in section
16 21-205, as such section may from time to time be amended, for an
17 application for late reinstatement.

18 (d) If the Secretary of State determines (i) that the application
19 for late reinstatement contains the information required by subdivision
20 (c) of this subsection and that the information is correct and (ii) that
21 the foreign corporation has complied with subdivision (f) of this
22 subsection, he or she shall cancel the certificate of revocation, prepare
23 a certificate of late reinstatement that recites his or her determination
24 and the effective date of reinstatement, file the original of the
25 certificate, and serve a copy on the foreign corporation under section
26 21-2,212.

27 (e 3) When the reinstatement is effective, it shall relate back to
28 and take effect as of the effective date of the administrative revocation
29 and the foreign corporation shall resume carrying on its business as if
30 the administrative revocation had never occurred.

31 (f 4) A foreign corporation applying for reinstatement under this

1 section shall:

2 ~~(i)(A) (a)(i)~~ Pay to the Secretary of State a sum equal to all
3 occupation taxes delinquent as of the effective date of the revocation,
4 plus a sum equal to all occupation taxes which would otherwise have been
5 due for the years the foreign corporation's certificate of authority was
6 revoked, and ~~(B ii)~~ deliver to the Secretary of State a properly executed
7 and signed biennial report for the most recent even-numbered year; and

8 ~~(ii b)~~ Pay to the Secretary of State an additional amount derived by
9 multiplying the rate specified in section 45-104.02, as such rate may
10 from time to time be adjusted, times the amount of occupation taxes
11 required to be paid by it for each year that such foreign corporation's
12 certificate of authority was revoked.

13 Sec. 8. Section 21-414, Revised Statutes Cumulative Supplement,
14 2014, is amended to read:

15 21-414 (1) A benefit corporation shall send its annual benefit
16 report to each shareholder:

17 (a) Within one hundred twenty days following the end of the fiscal
18 year of the benefit corporation; or

19 (b) At the same time that the benefit corporation delivers any other
20 annual report to its shareholders.

21 (2) A benefit corporation shall post all of its benefit reports on
22 the public portion of its Internet web site, if any, except that the
23 compensation paid to directors and financial or proprietary information
24 included in the benefit reports may be omitted from the benefit reports
25 as posted.

26 (3) If a benefit corporation does not have an Internet web site, the
27 benefit corporation shall provide a copy of its most recent benefit
28 report, without charge, to any person that requests a copy, except that
29 the compensation paid to directors and financial or proprietary
30 information included in the benefit report may be omitted from the copy
31 of the benefit report provided.

1 (4)(a) Concurrently with the delivery of the benefit report to
2 shareholders under subsection (1) of this section, the benefit
3 corporation shall deliver a copy of the benefit report to the Secretary
4 of State for filing, except that the compensation paid to directors and
5 financial or proprietary information included in the benefit report may
6 be omitted from the benefit report as delivered to the Secretary of
7 State.

8 (b) The Secretary of State shall charge a fee in the amount
9 prescribed in subdivision (1)(z y) of section 21-2005 prior to January 1,
10 2016, and in the amount prescribed in section 21-205 on and after January
11 1, 2016, for filing a benefit report. The fee shall be remitted to the
12 State Treasurer for credit to the Corporation Cash Fund.

13 Sec. 9. Section 21-1905, Reissue Revised Statutes of Nebraska, is
14 amended to read:

15 21-1905 (a) The Secretary of State shall collect the following fees
16 when the documents described in this subsection are delivered for filing:

17 (1)(i) Articles of incorporation or (ii) documents relating to
18 domestication...\$10.00

19 (2) Application for reserved name...\$25.00

20 (3) Notice of transfer of reserved name...\$25.00

21 (4) Application for registered name...\$25.00

22 (5) Application for renewal of registered name...\$25.00

23 (6) Corporation's statement of change of registered agent or
24 registered office or both...\$5.00

25 (7) Agent's statement of change of registered office for each
26 affected corporation...\$25.00 (not to exceed a total of \$1,000)

27 (8) Agent's statement of resignation...no fee

28 (9) Amendment of articles of incorporation...\$5.00

29 (10) Restatement of articles of incorporation with amendments...
30 \$5.00

31 (11) Articles of merger...\$5.00

- 1 (12) Articles of dissolution...\$5.00
- 2 (13) Articles of revocation of dissolution...\$5.00
- 3 (14) Certificate of administrative dissolution...no fee
- 4 (15) Application for reinstatement following administrative
5 dissolution...\$5.00
- 6 (16) Application for reinstatement more than five years after the
7 effective date of an administrative dissolution or administrative
8 revocation...\$500.00
- 9 (~~17~~ 16) Certificate of reinstatement...no fee
- 10 (~~18~~ 17) Certificate of judicial dissolution...no fee
- 11 (~~19~~ 18) Certificate of authority...\$10.00
- 12 (~~20~~ 19) Application for amended certificate of authority...\$5.00
- 13 (~~21~~ 20) Application for certificate of withdrawal...\$5.00
- 14 (~~22~~ 21) Certificate of revocation of authority to transact
15 business...no fee
- 16 (~~23~~ 22) Biennial report...\$20.00
- 17 (~~24~~ 23) Articles of correction...\$5.00
- 18 (~~25~~ 24) Application for certificate of good standing...\$10.00
- 19 (~~26~~ 25) Any other document required or permitted to be filed by the
20 Nebraska Nonprofit Corporation Act...\$5.00
- 21 (i) Amendments...\$5.00
- 22 (ii) Mergers...\$5.00
- 23 (b) The Secretary of State shall collect a recording fee of five
24 dollars per page in addition to the fees set forth in subsection (a) of
25 this section.
- 26 (c) The Secretary of State shall collect the following fees for
27 copying and certifying the copy of any filed document relating to a
28 domestic or foreign corporation:
- 29 (1) \$1.00 per page; and
- 30 (2) \$10.00 for the certificate.
- 31 (d) All fees set forth in this section shall be collected by the

1 Secretary of State and remitted to the State Treasurer and credited two-
2 thirds to the General Fund and one-third to the Corporation Cash Fund.

3 Sec. 10. Section 21-19,139, Reissue Revised Statutes of Nebraska, is
4 amended to read:

5 21-19,139 (a) A corporation administratively dissolved under section
6 21-19,138 may apply to the Secretary of State for reinstatement within
7 five years after the effective date of its administrative dissolution.
8 The application must:

9 (1) Recite the name of the corporation and the effective date of its
10 administrative dissolution;

11 (2) State that the ground or grounds for dissolution either did not
12 exist or have been eliminated; and

13 (3) State that the corporation's name satisfies the requirements of
14 section 21-1931.

15 (b) If the Secretary of State determines that the application for
16 reinstatement contains the information required by subsection (a) of this
17 section and that the information is correct, the Secretary of State shall
18 cancel the certificate of dissolution and prepare a certificate of
19 reinstatement reciting that determination and the effective date of
20 reinstatement, file the original of the certificate, and serve a copy on
21 the corporation under section 21-1937.

22 (c) A corporation that has been administratively dissolved under
23 section 21-19,138 for more than five years may apply to the Secretary of
24 State for late reinstatement. The application, along with the fee set
25 forth in section 21-1905, must:

26 (1) Recite the name of the corporation and the effective date of its
27 administrative dissolution;

28 (2) State that the ground or grounds for dissolution either did not
29 exist or have been eliminated;

30 (3) State that the corporation's name satisfies the requirements of
31 section 21-1931;

1 (4) State that a legitimate reason exists for reinstatement and what
2 such legitimate reason is; and

3 (5) State that such reinstatement does not constitute fraud on the
4 public.

5 (d) If the Secretary of State determines that the application for
6 late reinstatement contains the information required by subsection (c) of
7 this section and that the information is correct, the Secretary of State
8 shall cancel the certificate of dissolution and prepare a certificate of
9 late reinstatement reciting that determination and the effective date of
10 reinstatement, file the original of the certificate, and serve a copy on
11 the corporation under section 21-1937.

12 (e e) When reinstatement is effective, it relates back to and takes
13 effect as of the effective date of the administrative dissolution and the
14 corporation shall resume carrying on its activities as if the
15 administrative dissolution had never occurred.

16 Sec. 11. Section 21-19,159, Reissue Revised Statutes of Nebraska, is
17 amended to read:

18 21-19,159 (a) A foreign corporation the certificate of authority of
19 which has been revoked under section 21-19,158 may apply to the Secretary
20 of State for reinstatement within five years after the effective date of
21 the revocation. The application must:

22 (1) Recite the name of the foreign corporation and the effective
23 date of the revocation;

24 (2) State that the ground or grounds for revocation either did not
25 exist or have been eliminated; and

26 (3) State that the foreign corporation's name satisfies the
27 requirements of section 21-19,151.

28 (b) If the Secretary of State determines that the application for
29 reinstatement contains the information required by subsection (a) of this
30 section and that the information is correct, the Secretary of State shall
31 cancel the certificate of revocation and prepare a certificate of

1 reinstatement reciting that determination and the effective date of
2 reinstatement, file the original of the certificate, and serve a copy on
3 the foreign corporation under section 21-19,155.

4 (c) A foreign corporation, the certificate of authority of which has
5 been revoked under section 21-19,158 for more than five years, may apply
6 to the Secretary of State for late reinstatement. The application, along
7 with the fee set forth in section 21-1905, must:

8 (1) Recite the name of the foreign corporation and the effective
9 date of the revocation;

10 (2) State that the ground or grounds for revocation either did not
11 exist or have been eliminated;

12 (3) State that the foreign corporation's name satisfies the
13 requirements of section 21-19,151;

14 (4) State that a legitimate reason exists for reinstatement and what
15 such legitimate reason is; and

16 (5) State that such reinstatement does not constitute fraud on the
17 public.

18 (d) If the Secretary of State determines that the application for
19 late reinstatement contains the information required by subsection (c) of
20 this section and that the information is correct, the Secretary of State
21 shall cancel the certificate of revocation and prepare a certificate of
22 late reinstatement reciting that determination and the effective date of
23 reinstatement, file the original of the certificate, and serve a copy on
24 the foreign corporation under section 21-19,155.

25 (e e) When reinstatement is effective, it relates back to and takes
26 effect as of the effective date of the revocation and the foreign
27 corporation shall resume carrying on its activities as if the revocation
28 had never occurred.

29 Sec. 12. Section 21-2005, Reissue Revised Statutes of Nebraska, is
30 amended to read:

31 21-2005 (1) The Secretary of State shall collect the fees prescribed

1 by this section when the documents described in this subsection are
2 delivered to him or her for filing:

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

5 (i) If the capital stock is \$10,000 or less, the fee shall be \$60;

6 (ii) If the capital stock is more than \$10,000 but does not exceed
7 \$25,000, the fee shall be \$100;

8 (iii) If the capital stock is more than \$25,000 but does not exceed
9 \$50,000, the fee shall be \$150;

10 (iv) If the capital stock is more than \$50,000 but does not exceed
11 \$75,000, the fee shall be \$225;

12 (v) If the capital stock is more than \$75,000 but does not exceed
13 \$100,000, the fee shall be \$300; and

14 (vi) If the capital stock is more than \$100,000, the fee shall be
15 \$300, plus \$3 additional for each \$1,000 in excess of \$100,000.

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

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

25 (c) Application for reserved name...\$25

26 (d) Notice of transfer of reserved name...\$25

27 (e) Application for registered name...\$25

28 (f) Application for renewal of registered name...\$25

29 (g) Corporation's statement of change of registered agent or
30 registered office or both...\$25

31 (h) Agent's statement of change of registered office for each

- 1 affected corporation...\$25 not to exceed a total of...\$1,000
- 2 (i) Agent's statement of resignation...No fee
- 3 (j) Amendment of articles of incorporation...\$25
- 4 (k) Restatement of articles of incorporation...\$25 with amendment of
- 5 articles...\$25
- 6 (l) Articles of merger, share exchange, or conversion...\$25
- 7 (m) Articles of dissolution...\$45
- 8 (n) Articles of revocation of dissolution...\$25
- 9 (o) Certificate of administrative dissolution...No fee
- 10 (p) Application for reinstatement...\$25
- 11 (q) Application for reinstatement more than five years after the
- 12 effective date of an administrative dissolution or administrative
- 13 revocation...\$500
- 14 (r q) Certificate of reinstatement...No fee
- 15 (s r) Certificate of judicial dissolution...No fee
- 16 (t s) Application for certificate of authority...\$130
- 17 (u t) Application for amended certificate of authority...\$25
- 18 (v u) Application for certificate of withdrawal...\$25
- 19 (w v) Certificate of revocation of authority to transact
- 20 business...No fee
- 21 (x w) Articles of correction...\$25
- 22 (y x) Application for certificate of existence or authorization...
- 23 \$25
- 24 (z y) Any other document required or permitted to be filed by the
- 25 Business Corporation Act...\$25.
- 26 (2) The Secretary of State shall collect a recording fee of five
- 27 dollars per page in addition to the fees set forth in subsection (1) of
- 28 this section.
- 29 (3) The Secretary of State shall collect the following fees for
- 30 copying and certifying the copy of any filed document relating to a
- 31 domestic or foreign corporation:

1 (a) One dollar per page for copying; and

2 (b) Ten dollars for the certificate.

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

6 Sec. 13. Section 21-20,160, Reissue Revised Statutes of Nebraska, is
7 amended to read:

8 21-20,160 (1) A corporation administratively dissolved under section
9 21-20,159 may apply to the Secretary of State for reinstatement within
10 five years after the effective date of its administrative dissolution.
11 The application shall:

12 (a) Recite the name of the corporation and the effective date of its
13 administrative dissolution;

14 (b) State that the ground or grounds for dissolution either did not
15 exist or have been eliminated; and

16 (c) State that the corporation's name satisfies the requirements of
17 section 21-2028.

18 (2) If the Secretary of State determines (a) that the application
19 for reinstatement contains the information required by subsection (1) of
20 this section and that the information is correct, and (b) that the
21 corporation has paid to the Secretary of State all delinquent occupation
22 taxes and has forwarded to the Secretary of State a properly executed and
23 signed biennial ~~annual~~ report for the current year, he or she shall
24 cancel the certificate of dissolution and prepare a certificate of
25 reinstatement that recites his or her determination and the effective
26 date of reinstatement, file the original of the certificate, and serve a
27 copy on the corporation under section 21-2034.

28 (3) A corporation that has been administratively dissolved under
29 section 21-20,159 for more than five years may apply to the Secretary of
30 State for late reinstatement. The application, along with the fee set
31 forth in section 21-2005, shall:

1 (a) Recite the name of the corporation and the effective date of its
2 administrative dissolution;

3 (b) State that the ground or grounds for dissolution either did not
4 exist or have been eliminated;

5 (c) State that the corporation's name satisfies the requirements of
6 section 21-2028;

7 (d) State that a legitimate reason exists for reinstatement and what
8 such legitimate reason is; and

9 (e) State that such reinstatement does not constitute fraud on the
10 public.

11 (4) If the Secretary of State determines (a) that the application
12 for late reinstatement contains the information required by subsection
13 (3) of this section and that the information is correct and (b) that the
14 corporation has paid to the Secretary of State all delinquent occupation
15 taxes and has forwarded to the Secretary of State a properly executed and
16 signed biennial report for the current year, he or she shall cancel the
17 certificate of dissolution and prepare a certificate of late
18 reinstatement that recites his or her determination and the effective
19 date of reinstatement, file the original of the certificate, and serve a
20 copy on the corporation under section 21-2034.

21 (5 3) When the reinstatement is effective, it shall relate back to
22 and take effect as of the effective date of the administrative
23 dissolution and the corporation shall resume carrying on its business as
24 if the administrative dissolution had never occurred.

25 Sec. 14. Section 21-20,180.01, Reissue Revised Statutes of Nebraska,
26 is amended to read:

27 21-20,180.01 (1) A foreign corporation, the certificate of authority
28 of which has been revoked under section 21-20,180, may apply to the
29 Secretary of State for reinstatement within five years after the
30 effective date of the revocation. The application shall:

31 (a) Recite the name of the foreign corporation and the effective

1 date of the revocation;

2 (b) State that the ground or grounds for revocation either did not
3 exist or have been eliminated; and

4 (c) State that the foreign corporation's name satisfies the
5 requirements of section 21-20,173.

6 (2) If the Secretary of State determines (a) that the application
7 for reinstatement contains the information required by subsection (1) of
8 this section and that the information is correct and (b) that the foreign
9 corporation has paid to the Secretary of State all delinquent occupation
10 taxes and has forwarded to the Secretary of State a properly executed and
11 signed biennial ~~annual~~ report for the current year, he or she shall
12 cancel the certificate of revocation, prepare a certificate of
13 reinstatement that recites his or her determination and the effective
14 date of reinstatement, file the original of the certificate, and serve a
15 copy on the foreign corporation under section 21-20,177.

16 (3) A foreign corporation, the certificate of authority of which has
17 been revoked under section 21-20,180 for more than five years, may apply
18 to the Secretary of State for late reinstatement. The application, along
19 with the fee set forth in section 21-2005, shall:

20 (a) Recite the name of the foreign corporation and the effective
21 date of the revocation;

22 (b) State that the ground or grounds for revocation either did not
23 exist or have been eliminated;

24 (c) State that the foreign corporation's name satisfies the
25 requirements of section 21-20,173;

26 (d) State that a legitimate reason exists for reinstatement and what
27 such legitimate reason is; and

28 (e) State that such reinstatement does not constitute fraud on the
29 public.

30 (4) If the Secretary of State determines (a) that the application
31 for late reinstatement contains the information required by subsection

1 (3) of this section and that the information is correct and (b) that the
2 foreign corporation has paid to the Secretary of State all delinquent
3 occupation taxes and has forwarded to the Secretary of State a properly
4 executed and signed biennial report for the current year, he or she shall
5 cancel the certificate of revocation, prepare a certificate of late
6 reinstatement that recites his or her determination and the effective
7 date of reinstatement, file the original certificate, and serve a copy on
8 the foreign corporation under section 21-20,177.

9 (5 3) When the reinstatement is effective, it shall relate back to
10 and take effect as of the effective date of the revocation and the
11 foreign corporation shall resume carrying on its business as if the
12 revocation had never occurred.

13 Sec. 15. Section 21-2995, Reissue Revised Statutes of Nebraska, is
14 amended to read:

15 21-2995 (1) A limited cooperative association that has been
16 administratively dissolved may apply to the Secretary of State for
17 reinstatement within five years after the effective date of its
18 administrative dissolution. The application shall be delivered to the
19 Secretary of State for filing and state:

20 (a) The name of the limited cooperative association and the
21 effective date of its administrative dissolution;

22 (b) That the grounds for dissolution either did not exist or have
23 been eliminated; and

24 (c) That the limited cooperative association's name satisfies the
25 requirements of sections 21-2906 to 21-2908.

26 (2) If the Secretary of State determines that (a) the application
27 for reinstatement contains the information required by subsection (1) of
28 this section and that the information is correct and (b) the limited
29 cooperative association has paid to the Secretary of State all delinquent
30 occupation taxes and has forwarded to the Secretary of State a properly
31 executed and signed biennial report for the current year, the Secretary

1 of State shall:

2 (a) Prepare a declaration of reinstatement that states this
3 determination;

4 (b) Sign and file the original of the declaration of reinstatement;
5 and

6 (c) Serve the limited cooperative association with a copy.

7 (3) A limited cooperative association that has been administratively
8 dissolved for more than five years may apply to the Secretary of State
9 for late reinstatement. The application shall be delivered to the
10 Secretary of State for filing, along with the fee set forth in section
11 21-2924, and state:

12 (a) The name of the limited cooperative association and the
13 effective date of its administrative dissolution;

14 (b) That the grounds for dissolution either did not exist or have
15 been eliminated;

16 (c) That the limited cooperative association's name satisfies the
17 requirements of sections 21-2906 to 21-2908;

18 (d) That a legitimate reason exists for reinstatement and what such
19 legitimate reason is; and

20 (e) That such reinstatement does not constitute fraud on the public.

21 (4) If the Secretary of State determines that (a) the application
22 for late reinstatement contains the information required by subsection
23 (3) of this section and that the information is correct and (b) the
24 limited cooperative association has paid to the Secretary of State all
25 delinquent occupation taxes and has forwarded to the Secretary of State a
26 properly executed and signed biennial report for the current year, the
27 Secretary of State shall:

28 (a) Prepare a declaration of late reinstatement that states this
29 determination;

30 (b) Sign and file the original of the declaration of reinstatement;
31 and

1 (c) Serve the limited cooperative association with a copy.

2 (5 3) When reinstatement becomes effective it relates back to and
3 takes effect as of the effective date of the administrative dissolution
4 and the limited cooperative association may resume or continue its
5 activities as if the administrative dissolution had never occurred.

6 Sec. 16. Sections 3, 4, 5, 17, and 19 of this act become operative
7 on January 1, 2016. The other sections of this act become operative on
8 their effective date.

9 Sec. 17. Original sections 21-205, 21-2,195, and 21-2,219, Revised
10 Statutes Cumulative Supplement, 2014, are repealed.

11 Sec. 18. Original sections 21-152, 21-1905, 21-19,139, 21-19,159,
12 21-2005, 21-20,160, 21-20,180.01 and 21-2995, Reissue Revised Statutes of
13 Nebraska, and sections 21-192, 21-323.01, 21-325.01, and 21-414, Revised
14 Statutes Cumulative Supplement, 2014, are repealed.

15 Sec. 19. The following sections are outright repealed: Sections
16 21-2005, 21-20,160, and 21-20,180.01, Reissue Revised Statutes of
17 Nebraska, as amended by this legislative bill.

18 Sec. 20. Since an emergency exists, this act takes effect when
19 passed and approved according to law.