

LEGISLATURE OF NEBRASKA
ONE HUNDRED THIRD LEGISLATURE
SECOND SESSION
LEGISLATIVE BILL 774
Final Reading

Introduced by Pirsch, 4.

Read first time January 10, 2014

Committee: Banking, Commerce and Insurance

A BILL

1 FOR AN ACT relating to the Secretary of State; to amend sections
2 13-2525, 21-125, 21-19,172, 21-2923, and 67-456, Reissue
3 Revised Statutes of Nebraska; to provide for the filing
4 of a corrected or amended annual or biennial report; and
5 to repeal the original sections.

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

1 Section 1. Section 13-2525, Reissue Revised Statutes of
2 Nebraska, is amended to read:

3 13-2525 (1) Commencing in 2001 and each odd-numbered year
4 thereafter, each joint public agency shall deliver to the Secretary
5 of State a biennial report on a form prescribed and furnished by the
6 Secretary of State that sets forth:

7 (a) The name of the joint public agency;

8 (b) The street address of its principal office and the
9 name of its manager or executive director, if any, at the office in
10 this state;

11 (c) The names and business or residence addresses of its
12 representatives and principal officers;

13 (d) A brief description of the nature of its activities;

14 and

15 (e) The names of the participating public agencies.

16 (2) The information in the biennial report must be
17 current on the date the biennial report is executed on behalf of the
18 joint public agency.

19 (3) The first biennial report must be delivered to the
20 Secretary of State between January 1 and April 1 of the odd-numbered
21 year following the calendar year in which the joint public agency was
22 authorized to transact business. Subsequent biennial reports must be
23 delivered to the Secretary of State between January 1 and April 1 of
24 the following odd-numbered years. The biennial report is due on April
25 1 of the odd-numbered year in which it must be delivered to the

1 Secretary of State as required by this section.

2 (4) If a biennial report does not contain the information
3 required by this section, the Secretary of State shall promptly
4 notify the reporting joint public agency in writing and return the
5 report to it for correction. If the report is corrected to contain
6 the information required by this section and delivered to the
7 Secretary of State within thirty days after the effective date of
8 notice, it is deemed to be timely filed.

9 (5) Upon the delivery of the biennial report as provided
10 in this section, the Secretary of State shall charge and collect a
11 fee of twenty dollars. The fee is due on April 1 of the odd-numbered
12 year in which the biennial report must be delivered to the Secretary
13 of State as required by this section.

14 (6) A correction or an amendment to the biennial report
15 may be delivered to the Secretary of State for filing at any time.

16 Sec. 2. Section 21-125, Reissue Revised Statutes of
17 Nebraska, is amended to read:

18 21-125 (ULLCA 209) (a) Each odd-numbered year, a limited
19 liability company or a foreign limited liability company authorized
20 to transact business in this state shall deliver to the Secretary of
21 State for filing a biennial report that states:

22 (1) the name of the company;

23 (2) the street and mailing addresses of the company's
24 designated office and the name and street and mailing addresses and
25 post office box number, if any, of its agent for service of process

1 in this state;

2 (3) the street and mailing addresses of its principal
3 office; and

4 (4) in the case of a foreign limited liability company,
5 the state or other jurisdiction under whose law the company is formed
6 and any alternate name adopted under subsection (a) of section
7 21-159.

8 (b) Information in a biennial report under this section
9 must be current as of the date the report is delivered to the
10 Secretary of State for filing.

11 (c) The first biennial report under this section must be
12 delivered to the Secretary of State between January 1 and April 1 of
13 the odd-numbered year following the calendar year in which a limited
14 liability company was formed or a foreign limited liability company
15 was authorized to transact business. A report must be delivered to
16 the Secretary of State between January 1 and April 1 of each
17 subsequent odd-numbered calendar year.

18 (d) If a biennial report under this section does not
19 contain the information required in subsection (a) of this section,
20 the Secretary of State shall promptly notify the reporting limited
21 liability company or foreign limited liability company and return the
22 report to it for correction. If the report is corrected to contain
23 the information required in subsection (a) of this section and
24 delivered to the Secretary of State within thirty days after the
25 effective date of the notice, it is timely delivered.

1 (e) A correction or an amendment to the biennial report
2 may be delivered to the Secretary of State for filing at any time.

3 Sec. 3. Section 21-19,172, Reissue Revised Statutes of
4 Nebraska, is amended to read:

5 21-19,172 (a) Commencing in 1999 and each odd-numbered
6 year thereafter, each domestic corporation, and each foreign
7 corporation authorized to transact business in this state, shall
8 deliver to the Secretary of State a biennial report on a form
9 prescribed and furnished by the Secretary of State that sets forth:

10 (1) The name of the corporation and the state or country
11 under whose law it is incorporated;

12 (2) The street address of its registered office and the
13 name of its current registered agent at the office in this state. A
14 post office box number may be provided in addition to the street
15 address;

16 (3) The street address of its principal office;

17 (4) The names and business or residence addresses of its
18 directors and principal officers;

19 (5) A brief description of the nature of its activities;

20 (6) Whether or not it has members;

21 (7) If it is a domestic corporation, whether it is a
22 public benefit, mutual benefit, or religious corporation; and

23 (8) If it is a foreign corporation, whether it would be a
24 public benefit, mutual benefit, or religious corporation had it been
25 incorporated in this state.

1 (b) The information in the biennial report must be
2 current on the date the biennial report is executed on behalf of the
3 corporation.

4 (c) The first biennial report must be delivered to the
5 Secretary of State between January 1 and April 1 of the odd-numbered
6 year following the calendar year in which a domestic corporation was
7 incorporated or a foreign corporation was authorized to transact
8 business. Subsequent biennial reports must be delivered to the
9 Secretary of State between January 1 and April 1 of the following
10 odd-numbered years. For purposes of the Nebraska Nonprofit
11 Corporation Act, the biennial report is due on April 1 of the odd-
12 numbered year in which it must be delivered to the Secretary of State
13 as required by this section.

14 (d) If a biennial report does not contain the information
15 required by this section, the Secretary of State shall promptly
16 notify the reporting domestic or foreign corporation in writing and
17 return the report to it for correction. If the report is corrected to
18 contain the information required by this section and delivered to the
19 Secretary of State within thirty days after the effective date of
20 notice, it is deemed to be timely filed.

21 (e) Upon the delivery of the biennial report as provided
22 in this section, the Secretary of State shall charge and collect a
23 fee as prescribed in section 21-1905. For purposes of the Nebraska
24 Nonprofit Corporation Act, the fee is due on April 1 of the odd-
25 numbered year in which the biennial report must be delivered to the

1 Secretary of State as required by this section.

2 (f) Biennial reports shall be filed in 1997 pursuant to
3 sections 21-1981 and 21-1982 (Reissue 1991) as if such sections had
4 not been repealed by Laws 1996, LB 681. Fees, including penalties,
5 due or delinquent prior to 1999 shall be paid pursuant to section
6 21-1982 (Reissue 1991) as if such section had not been repealed by
7 Laws 1996, LB 681.

8 (g) A correction or an amendment to the biennial report
9 may be delivered to the Secretary of State for filing at any time.

10 Sec. 4. Section 21-2923, Reissue Revised Statutes of
11 Nebraska, is amended to read:

12 21-2923 (1) A limited cooperative association or a
13 foreign limited cooperative association authorized to transact
14 business in this state shall deliver to the Secretary of State for
15 filing a biennial report that states:

16 (a) The name of the limited cooperative association or
17 foreign limited cooperative association;

18 (b) The street and mailing addresses of the limited
19 cooperative association's or foreign limited cooperative
20 association's designated office and the name and street and mailing
21 addresses of its agent for service of process in this state;

22 (c) In the case of a limited cooperative association, the
23 street and mailing addresses of its principal office if different
24 from its designated office; and

25 (d) In the case of a foreign limited cooperative

1 association, the state or other jurisdiction under whose law the
2 foreign limited cooperative association is formed and any alternative
3 name adopted under section 21-29,106.

4 (2) Information in the biennial report must be current as
5 of the date the biennial report is delivered to the Secretary of
6 State.

7 (3) Commencing on January 1, 2009, a biennial report
8 shall be filed between January 1 and April 1 of each odd-numbered
9 year following the year in which a limited cooperative association
10 files articles of organization or a foreign limited cooperative
11 association becomes authorized to transact business in this state. A
12 ~~correction or amendment to a biennial report may be filed at any~~
13 ~~time.~~

14 (4) If a biennial report does not contain the information
15 required in subsection (1) of this section, the Secretary of State
16 shall promptly notify the reporting limited cooperative association
17 or foreign limited cooperative association and return the report for
18 correction. If the report is corrected to contain the information
19 required in subsection (1) of this section and delivered to the
20 Secretary of State within thirty days after the effective date of the
21 notice, it is timely delivered.

22 (5) If a filed biennial report contains an address of a
23 designated office or the name or address of an agent for service of
24 process which differs from the information shown in the records of
25 the Secretary of State immediately before the filing, the differing

1 information in the biennial report is considered a statement of
2 change under section 21-2914.

3 (6) If a limited cooperative association fails to file a
4 biennial report under this section, the Secretary of State may
5 proceed under section 21-2994 to administratively dissolve the
6 limited cooperative association.

7 (7) If a foreign limited cooperative association fails to
8 file a biennial report under this section, the Secretary of State may
9 proceed under section 21-29,107 to revoke the certificate of
10 authority of the foreign limited cooperative association.

11 (8) A correction or an amendment to the biennial report
12 may be delivered to the Secretary of State for filing at any time.

13 Sec. 5. Section 67-456, Reissue Revised Statutes of
14 Nebraska, is amended to read:

15 67-456 (1) A limited liability partnership, and a foreign
16 limited liability partnership authorized to transact business in this
17 state, shall file an annual report in the office of the Secretary of
18 State which contains:

19 (a) The name of the limited liability partnership and the
20 state or other jurisdiction under whose laws the foreign limited
21 liability partnership is formed;

22 (b) The street address of the partnership's chief
23 executive office and, if different, the street address of an office
24 of the partnership in this state, if any; and

25 (c) If the partnership does not have an office in this

1 state, the name and street address and post office box number, if
2 any, of the partnership's current agent for service of process.

3 (2) Any limited liability partnership, or foreign limited
4 liability partnership authorized to transact business in this state,
5 engaging in the practice of law in this state shall file with its
6 annual report a current certificate of authority from the Nebraska
7 Supreme Court.

8 (3) An annual report and certificate of authority, if
9 applicable, must be filed between January 1 and April 1 of each year
10 following the calendar year in which a partnership files a statement
11 of qualification or a foreign partnership becomes authorized to
12 transact business in this state.

13 (4) The Secretary of State may revoke the statement of
14 qualification of a partnership that fails to file an annual report
15 and certificate of authority, if applicable, when due or pay the
16 required filing fee provided in section 67-462. To do so, the
17 Secretary of State shall provide the partnership at least sixty days'
18 written notice of intent to revoke the statement. The notice must be
19 mailed to the partnership at its chief executive office set forth in
20 the last filed statement of qualification or annual report. The
21 notice must specify the annual report or certificate of authority, if
22 applicable, that has not been filed, the fee that has not been paid,
23 and the effective date of the revocation. The revocation is not
24 effective if the annual report and certificate of authority, if
25 applicable, is filed and the fee is paid before the effective date of

1 the revocation.

2 (5) A revocation under subsection (4) of this section
3 only affects a partnership's status as a limited liability
4 partnership and is not an event of dissolution of the partnership.

5 (6) A partnership whose statement of qualification has
6 been revoked may apply to the Secretary of State for reinstatement
7 within two years after the effective date of the revocation. The
8 application must state:

9 (a) The name of the partnership and the effective date of
10 the revocation; and

11 (b) That the ground for revocation either did not exist
12 or has been corrected.

13 (7) A reinstatement under subsection (6) of this section
14 relates back to and takes effect as of the effective date of the
15 revocation, and the partnership's status as a limited liability
16 partnership continues as if the revocation had never occurred.

17 (8) A correction or an amendment to the annual report may
18 be filed at any time.

19 Sec. 6. Original sections 13-2525, 21-125, 21-19,172,
20 21-2923, and 67-456, Reissue Revised Statutes of Nebraska, are
21 repealed.