

LEGISLATURE OF NEBRASKA
ONE HUNDREDTH LEGISLATURE
FIRST SESSION
LEGISLATIVE BILL 379

Introduced by Pahls, 31

Read first time January 16, 2007

Committee: Banking, Commerce and Insurance

A BILL

1 FOR AN ACT relating to corporations; to amend sections 21-1302,
2 21-1403, 21,1921, 21-1934, 21-1935, 21-19,148, 21-19,152,
3 21-19,153, 21-19,161, 21-19,172, 21-2018, 21-2032,
4 21-20,170, 21-20,175, 21-20,181.01, 21-2304, and 21-2638,
5 Reissue Revised Statutes of Nebraska, and sections
6 21-301, 21-302, 21-304, 21-305, 21-2216, 21-2601.01,
7 21-2606, 21-2610, and 21-2632.01, Revised Statutes
8 Cumulative Supplement, 2006; to change certain reporting,
9 notice, and filing provisions; to eliminate references to
10 professional limited liability companies; to harmonize
11 provisions; and to repeal the original sections.
12 Be it enacted by the people of the State of Nebraska,

1 Section 1. Section 21-301, Revised Statutes Cumulative
2 Supplement, 2006, is amended to read:

3 21-301 (1) Each corporation organized under the laws of
4 this state, for profit, shall make a report in writing to the
5 Secretary of State, as of January 1, of each even-numbered year,
6 in such form as the Secretary of State may prescribe. The report
7 shall be signed by one of the following: The president, a vice
8 president, a secretary, or a treasurer of the corporation. The
9 signature may be digital or electronic if it conforms to section
10 86-611. The report and biennial fee shall be ~~forwarded~~ submitted
11 to the Secretary of State. The report and fee shall be due on
12 March 1 of each even-numbered year and shall become delinquent if
13 not filed and paid by April 15 of each even-numbered year. If the
14 Secretary of State finds that such report and biennial fee conform
15 to the requirements of the law, the Secretary of State shall file
16 the report. If the Secretary of State finds that the report or
17 fee does not conform, the Secretary of State shall not file the
18 report or accept the fee but shall return the report and fee
19 to the corporation for any necessary corrections. A correction or
20 amendment to the biennial report may be filed at any time.

21 (2) In each even-numbered year, the Secretary of State
22 shall cause a notice to be sent either by United States mail or
23 electronically transmitted to each corporation for which a report
24 and fee as described in this section has not been received as
25 of March 1. The notice shall state that the report has not been

1 received, that the report and fee are due on March 1, and that the
2 corporation will be dissolved if the report and proper fee are not
3 received by April 15.

4 Sec. 2. Section 21-302, Revised Statutes Cumulative
5 Supplement, 2006, is amended to read:

6 21-302 The biennial report required under section 21-301
7 from a domestic corporation subject to the Business Corporation Act
8 shall show:

9 (1) The exact corporate name of the corporation;

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

14 (3) The street address of the corporation's principal
15 office;

16 (4) The names and street addresses of the corporation's
17 directors and principal officers, which shall include the
18 president, secretary, and treasurer;

19 (5) A brief description of the nature of the
20 corporation's business;

21 (6) The amount of paid-up capital stock; and

22 (7) The change or changes, if any, in the above
23 particulars made since the last biennial report.

24 Sec. 3. Section 21-304, Revised Statutes Cumulative
25 Supplement, 2006, is amended to read:

1 21-304 (1) Each foreign corporation for profit, doing
2 business in this state, owning or using a part or all of its
3 capital or plant in this state, and subject to compliance with
4 all other provisions of law shall, in addition to all other
5 statements required by law, make a biennial report ~~in writing,~~
6 to the Secretary of State, as of January 1 of each even-numbered
7 year, in such form as the Secretary of State may prescribe. The
8 report shall be signed by one of the following: The president, a
9 vice president, a secretary, or a treasurer of the corporation. The
10 signature may be digital or electronic if it conforms to section
11 86-611. The report and biennial fee shall be ~~forwarded~~ submitted
12 to the Secretary of State. The report and fee shall be due on
13 March 1 of each even-numbered year and shall become delinquent if
14 not filed and paid by April 15 of each even-numbered year. If
15 the Secretary of State finds that such report and biennial fee
16 conform to the requirements of the law, the Secretary of State
17 shall file the report. If the Secretary of State finds that the
18 report and fee do not conform, the Secretary of State shall not
19 file the report or accept the fee but shall return the report and
20 fee to the corporation for any necessary corrections. A correction
21 or amendment to the biennial report may be filed at any time.

22 (2) In each even-numbered year, the Secretary of State
23 shall cause a notice to be sent either by United States mail or
24 electronically transmitted to each corporation for which a report
25 and fee as described in this section has not been received as

1 of March 1. The notice shall state that the report has not been
2 received, that the report and fee are due on March 1, and that the
3 corporation will be dissolved if the report and proper fee are not
4 received by April 15 of each even-numbered year.

5 Sec. 4. Section 21-305, Revised Statutes Cumulative
6 Supplement, 2006, is amended to read:

7 21-305 The biennial report required under section 21-304
8 from a foreign corporation subject to the Business Corporation Act
9 shall show:

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

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

17 (3) The street address of the foreign corporation's
18 principal office;

19 (4) The names and street addresses of the foreign
20 corporation's directors and principal officers which shall include
21 the president, secretary, and treasurer;

22 (5) A brief description of the nature of the foreign
23 corporation's business;

24 (6) The value of the property owned and used by
25 the foreign corporation in Nebraska and where such property is

1 situated; and

2 (7) The change or changes, if any, in the above
3 particulars made since the last annual report.

4 Sec. 5. Section 21-1302, Reissue Revised Statutes of
5 Nebraska, is amended to read:

6 21-1302 Every such cooperative company shall provide in
7 its articles of incorporation:

8 (1) That the word cooperative shall be included in its
9 corporate name, and that it proposes to organize as a cooperative
10 corporation;

11 (2) That dividends on the capital stock shall be fixed
12 but shall not exceed eight percent per annum of the amount actually
13 paid thereon;

14 (3) That the net earnings or savings of the company
15 remaining after making the distribution provided in subdivision (2)
16 of this section, if any, shall be distributed on the basis of
17 or in proportion to the amount or value of property bought from
18 or sold to members, or members and other patrons, or of labor
19 performed, or other services rendered to the corporation. This ~~+~~
20 ~~PROVIDED, that this~~ subdivision shall not be so interpreted as to
21 prevent a cooperative company from declaring patronage dividends
22 at different rates upon different classes or kinds or varieties of
23 goods handled. This subdivision and ~~+~~ ~~AND PROVIDED FURTHER, that~~
24 ~~nothing in~~ subdivision (2) ~~or (3)~~ of this section shall not be so
25 interpreted as to prevent a company from appropriating funds for

1 the promotion of cooperation and improvement in agriculture;

2 (4) That the articles of incorporation or the bylaws of
3 the company shall give a detailed statement of the method followed
4 in distributing earnings or savings;

5 (5) The registered office and street address of such
6 registered office;

7 (6) The current registered agent and the name and street
8 address of such registered agent. A post office box number may be
9 provided in addition to the street address; and

10 (7) The name and street address of each incorporator.

11 Sec. 6. Section 21-1403, Reissue Revised Statutes of
12 Nebraska, is amended to read:

13 21-1403 Every nonstock cooperative association~~7~~ organized
14 under the provisions of Chapter 21, article 14, shall provide
15 in its articles of incorporation: (1) That the words nonstock
16 cooperative shall be included in its corporate name~~7~~ and that it
17 proposes to organize as a cooperative association; (2) the objects
18 or purposes for which it is formed; (3) that the net earnings or
19 savings of the association, if any, shall be distributed on the
20 basis of, or in proportion to, the amount or value of property
21 bought from or sold to members, or members and other patrons, or
22 of labor performed~~7~~ or other services rendered to the corporation,
23 except that this ~~provision~~ subdivision shall not be so interpreted
24 as to prevent a cooperative company from declaring patronage
25 dividends at different rates upon different classes or kinds or

1 varieties of goods handled; (4) that the articles of incorporation
2 or the bylaws of the company shall give a detailed statement of
3 the method followed in distributing earnings or savings; (5) the
4 registered office and street address of such registered office; (6)
5 the current registered agent and the name and street address of
6 such registered agent. A post office box number may be provided in
7 addition to the street address; and (7) the name and street address
8 of each incorporator.

9 Sec. 7. Section 21-1921, Reissue Revised Statutes of
10 Nebraska, is amended to read:

11 21-1921 (a) The articles of incorporation shall set
12 forth:

13 (1) A corporate name for the corporation that satisfies
14 the requirements of section 21-1931;

15 (2) One of the following statements:

16 (i) This corporation is a public benefit corporation;

17 (ii) This corporation is a mutual benefit corporation; or

18 (iii) This corporation is a religious corporation;

19 (3) The street address of the corporation's initial
20 registered office and the name of its initial registered agent at
21 that office. A post office box number may be provided in addition
22 to the street address;

23 (4) The name and street address of each incorporator;

24 (5) Whether or not the corporation will have members; and

25 (6) Provisions not inconsistent with law regarding the

1 distribution of assets on dissolution.

2 (b) The articles of incorporation may set forth:

3 (1) The purpose or purposes for which the corporation is
4 organized, which may be, either alone or in combination with other
5 purposes, the transaction of any lawful activity;

6 (2) The names and street addresses of the individuals who
7 are to serve as the initial directors;

8 (3) Provisions not inconsistent with law regarding:

9 (i) Managing and regulating the affairs of the
10 corporation;

11 (ii) Defining, limiting, and regulating the powers of the
12 corporation, its board of directors, and members (or any class of
13 members); and

14 (iii) The characteristics, qualifications, rights,
15 limitations, and obligations attaching to each or any class of
16 members.

17 (4) Any provision that under the Nebraska Nonprofit
18 Corporation Act is required or permitted to be set forth in the
19 bylaws.

20 (c) Each incorporator and director named in the articles
21 must sign the articles.

22 (d) The articles of incorporation need not set forth any
23 of the corporate powers enumerated in the act.

24 Sec. 8. Section 21-1934, Reissue Revised Statutes of
25 Nebraska, is amended to read:

1 21-1934 Each corporation must continuously maintain in
2 this state:

3 (1) A registered office with the same street address as
4 that of the registered agent. A post office box number may be
5 provided in addition to the street address of the registered agent;
6 and

7 (2) A registered agent, who may be:

8 (i) An individual who resides in this state and whose
9 office is identical with the registered office;

10 (ii) A domestic business or nonprofit corporation whose
11 office is identical with the registered office; or

12 (iii) A foreign business or nonprofit corporation
13 authorized to transact business in this state whose office is
14 identical with the registered office.

15 Sec. 9. Section 21-1935, Reissue Revised Statutes of
16 Nebraska, is amended to read:

17 21-1935 (a) A corporation may change its registered
18 office or registered agent by delivering to the Secretary of State
19 for filing a statement of change that sets forth:

20 (1) The name of the corporation;

21 (2) The street address of its current registered office;

22 (3) If the current registered office is to be changed,
23 the street address of the new registered office;

24 (4) The name and street address of its current registered
25 agent. A post office box number may be provided in addition to the

1 street address;

2 (5) If the current registered agent is to be changed,
3 the name of the new registered agent and the new agent's written
4 consent (either on the statement or attached to it) to the
5 appointment; and

6 (6) That after the change or changes are made, the ~~street~~
7 addresses of its registered office and the office of its registered
8 agent will be identical.

9 (b) If the street address or post office box number of
10 a registered agent's office is changed, the registered agent may
11 change the street address, or, if one exists, the post office
12 box number, of the registered office of any corporation for
13 which the registered agent is the registered agent by notifying
14 the corporation in writing of the change and by signing (either
15 manually or in facsimile) and delivering to the Secretary of State
16 for filing a statement that complies with the requirements of
17 subsection (a) of this section and recites that the corporation has
18 been notified of the change.

19 Sec. 10. Section 21-19,148, Reissue Revised Statutes of
20 Nebraska, is amended to read:

21 21-19,148 (a) A foreign corporation may apply for a
22 certificate of authority to transact business in this state
23 by delivering an application to the Secretary of State. The
24 application must set forth:

25 (1) The name of the foreign corporation or, if its

1 name is unavailable for use in this state, a corporate name that
2 satisfies the requirements of section 21-19,151;

3 (2) The name of the state or country under whose law it
4 is incorporated;

5 (3) The date of incorporation and period of duration;

6 (4) The street address of its principal office;

7 (5) The street address of its registered office in this
8 state and the name of its current registered agent at that office.
9 A post office box number may be provided in addition to the street
10 address;

11 (6) The names and street addresses of its current
12 directors and officers;

13 (7) Whether the foreign corporation has members; and

14 (8) Whether the corporation, if it had been incorporated
15 in this state, would be a public benefit, mutual benefit, or
16 religious corporation.

17 (b) The foreign corporation shall deliver with the
18 completed application a certificate of existence (or a document
19 of similar import) duly authenticated by the Secretary of State or
20 other official having custody of corporate records in the state or
21 country under whose law it is incorporated. Such certificate or
22 document shall not bear a date of more than sixty days prior to the
23 date the application is filed in this state.

24 Sec. 11. Section 21-19,152, Reissue Revised Statutes of
25 Nebraska, is amended to read:

1 21-19,152 Each foreign corporation authorized to transact
2 business in this state must continuously maintain in this state:

3 (1) A registered office with the same address as that
4 of its current registered agent. A post office box number may be
5 provided in addition to the street address of the registered agent;
6 and

7 (2) A registered agent, who may be:

8 (i) An individual who resides in this state and whose
9 office is identical with the registered office;

10 (ii) A domestic business or nonprofit corporation whose
11 office is identical with the registered office; or

12 (iii) A foreign business or nonprofit corporation
13 authorized to transact business in this state whose office is
14 identical with the registered office.

15 Sec. 12. Section 21-19,153, Reissue Revised Statutes of
16 Nebraska, is amended to read:

17 21-19,153 (a) A foreign corporation authorized to
18 transact business in this state may change its registered office or
19 registered agent by delivering to the Secretary of State for filing
20 a statement of change that sets forth:

21 (1) Its name;

22 (2) The street address of its current registered office;

23 (3) If the current registered office is to be changed,
24 the street address of its new registered office;

25 (4) The name and street address of its current registered

1 agent. A post office box number may be provided in addition to the
2 street address;

3 (5) If the current registered agent is to be changed,
4 the name of its new registered agent and the new agent's written
5 consent (either on the statement or attached to it) to the
6 appointment; and

7 (6) That after the change or changes are made, the street
8 addresses of its registered office and the office of its registered
9 agent will be identical.

10 (b) If a registered agent changes the street address
11 of its business office, the agent may change the address of the
12 registered office of any foreign corporation for which the agent is
13 the registered agent by notifying the corporation in writing of the
14 change and signing (either manually or in facsimile) and delivering
15 to the Secretary of State for filing a statement of change that
16 complies with the requirements of subsection (a) of this section
17 and recites that the corporation has been notified of the change.

18 Sec. 13. Section 21-19,161, Reissue Revised Statutes of
19 Nebraska, is amended to read:

20 21-19,161 In lieu of compliance with section 21-19,146,
21 relating to the authorization of foreign corporations to transact
22 business in this state, any corporation organized under the laws
23 of any other state or states, which has heretofore filed, or which
24 may hereafter file, with the Secretary of State of this state, a
25 copy certified by the Secretary of State or other proper officer

1 of the state or country under the laws of which such foreign
2 corporation is formed, of its charter or articles of association or
3 incorporation, together with all amendments to such date and the
4 street address of its registered office in this state and the name
5 and street address and, if one exists, a post office box number,
6 of its current registered agent at that office, on filing with
7 the Secretary of State a certified copy of a resolution adopted
8 by its board of directors, including the date the resolution was
9 adopted, accepting and agreeing to be bound by the provisions
10 of the Nebraska Nonprofit Corporation Act, with respect to its
11 property and business operations within this state, shall become
12 and be a body corporate of this state.

13 Sec. 14. Section 21-19,172, Reissue Revised Statutes of
14 Nebraska, is amended to read:

15 21-19,172 (a) Commencing in 1999 and each odd-numbered
16 year thereafter, each domestic corporation, and each foreign
17 corporation authorized to transact business in this state, shall
18 deliver to the Secretary of State a biennial report on a form
19 prescribed and furnished by the Secretary of State that sets forth:

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

22 (2) The street address of its registered office and the
23 name of its current registered agent at the office in this state.
24 A post office box number may be provided in addition to the street
25 address;

- 1 (3) The street address of its principal office;
- 2 (4) The names and business or residence addresses of its
- 3 directors and principal officers;
- 4 (5) A brief description of the nature of its activities;
- 5 (6) Whether or not it has members;
- 6 (7) If it is a domestic corporation, whether it is a
- 7 public benefit, mutual benefit, or religious corporation; and
- 8 (8) If it is a foreign corporation, whether it would be
- 9 a public benefit, mutual benefit, or religious corporation had it
- 10 been incorporated in this state.

11 (b) The information in the biennial report must be

12 current on the date the biennial report is executed on behalf of

13 the corporation.

14 (c) The first biennial report must be delivered to

15 the Secretary of State between January 1 and April 1 of

16 the odd-numbered year following the calendar year in which a

17 domestic corporation was incorporated or a foreign corporation was

18 authorized to transact business. Subsequent biennial reports must

19 be delivered to the Secretary of State between January 1 and April

20 1 of the following odd-numbered years. For purposes of the Nebraska

21 Nonprofit Corporation Act, the biennial report is due on April

22 1 of the odd-numbered year in which it must be delivered to the

23 Secretary of State as required by this section.

24 (d) If a biennial report does not contain the information

25 required by this section, the Secretary of State shall promptly

1 notify the reporting domestic or foreign corporation in writing and
2 return the report to it for correction. If the report is corrected
3 to contain the information required by this section and delivered
4 to the Secretary of State within thirty days after the effective
5 date of notice, it is deemed to be timely filed.

6 (e) Upon the delivery of the biennial report as provided
7 in this section, the Secretary of State shall charge and collect a
8 fee as prescribed in section 21-1905. For purposes of the Nebraska
9 Nonprofit Corporation Act, the fee is due on April 1 of the
10 odd-numbered year in which the biennial report must be delivered to
11 the Secretary of State as required by this section.

12 (f) Biennial reports shall be filed in 1997 pursuant to
13 sections 21-1981 and 21-1982 (Reissue 1991) as if such sections had
14 not been repealed by Laws 1996, LB 681. Fees, including penalties,
15 due or delinquent prior to 1999 shall be paid pursuant to section
16 21-1982 (Reissue 1991) as if such section had not been repealed by
17 Laws 1996, LB 681.

18 Sec. 15. Section 21-2018, Reissue Revised Statutes of
19 Nebraska, is amended to read:

20 21-2018 (1) The articles of incorporation shall set
21 forth:

22 (a) The corporate name for the corporation that satisfies
23 the requirements of section 21-2028;

24 (b) The number of shares the corporation is authorized to
25 issue and, if such shares are to consist of one class only, the par

1 value of each of such shares or, if such shares are to be divided
2 into classes, the number of shares of each class and a statement of
3 the par value of the shares of each such class;

4 (c) The street address of the corporation's initial
5 registered office and the name of its initial registered agent at
6 that office. A post office box number may be provided in addition
7 to the street address;

8 (d) The name and street address of each incorporator; and

9 (e) Any provision limiting or eliminating the requirement
10 to hold an annual meeting of the shareholders if the corporation
11 is registered or intends to register as an investment company under
12 the federal Investment Company Act of 1940. The provision shall not
13 be effective if such corporation does not become or ceases to be so
14 registered.

15 (2) The articles of incorporation may set forth:

16 (a) The names and street addresses of the individuals who
17 are to serve as the initial directors;

18 (b) Provisions not inconsistent with law regarding:

19 (i) The purpose or purposes for which the corporation is
20 organized;

21 (ii) Managing the business and regulating the affairs of
22 the corporation;

23 (iii) Defining, limiting, and regulating the powers of
24 the corporation, its board of directors, and its shareholders; and

25 (iv) The imposition of personal liability on shareholders

1 for the debts of the corporation to a specified extent and upon
2 specified conditions;

3 (c) Any provision that under the Business Corporation Act
4 is required or permitted to be set forth in the bylaws;

5 (d) A provision eliminating or limiting the liability of
6 a director to the corporation or its shareholders for money damages
7 for any action taken, or any failure to take any action, as a
8 director, except liability for:

9 (i) The amount of a financial benefit received by a
10 director to which he or she is not entitled;

11 (ii) An intentional infliction of harm on the corporation
12 or the shareholders;

13 (iii) A violation of section 21-2096; or

14 (iv) An intentional violation of criminal law; and

15 (e) A provision permitting or making obligatory
16 indemnification of a director for liability, as defined in section
17 21-20,102, to any person for any action taken, or any failure to
18 take any action, as a director, except liability for (i) receipt
19 of a financial benefit to which he or she is not entitled,
20 (ii) an intentional infliction of harm on the corporation or its
21 shareholders, (iii) a violation of section 21-2096, or (iv) an
22 intentional violation of criminal law.

23 (3) The articles of incorporation shall not be required
24 to set forth any of the corporate powers enumerated in the act.

25 Sec. 16. Section 21-2032, Reissue Revised Statutes of

1 Nebraska, is amended to read:

2 21-2032 (1) A corporation may change its registered
3 office or registered agent by delivering to the Secretary of State
4 for filing a statement of change that sets forth:

5 (a) The name of the corporation;

6 (b) The street address of its current registered office;

7 (c) If the current registered office is to be changed,
8 the street address of the new registered office;

9 (d) The name and street address of its current registered
10 agent. A post office box number may be provided in addition to the
11 street address;

12 (e) If the current registered agent is to be changed, the
13 name of the new registered agent and the new registered agent's
14 written consent, either on the statement or attached to it, to the
15 appointment; and

16 (f) That after the change or changes are made, the street
17 addresses of its registered office and the business office of its
18 registered agent will be identical.

19 (2) If a registered agent changes the street address or
20 post office box number of his or her business office, he or she may
21 change the street address, or, if one exists, the post office box
22 number, of the registered office of any corporation for which he or
23 she is the registered agent by notifying the corporation in writing
24 of the change and signing, either manually or in facsimile, and
25 delivering to the Secretary of State for filing a statement that

1 complies with the requirements of subsection (1) of this section
2 and recites that the corporation has been notified of the change.

3 Sec. 17. Section 21-20,170, Reissue Revised Statutes of
4 Nebraska, is amended to read:

5 21-20,170 (1) A foreign corporation may apply for a
6 certificate of authority to transact business in this state by
7 delivering an application to the Secretary of State for filing. The
8 application shall set forth:

9 (a) The name of the foreign corporation or, if its
10 name is unavailable for use in this state, a corporate name that
11 satisfies the requirements of section 21-20,173;

12 (b) The name of the state or country under whose law the
13 foreign corporation is incorporated;

14 (c) The date of incorporation and period of duration;

15 (d) The street address of its principal office;

16 (e) The street address of its registered office in this
17 state and the name of its current registered agent at that office.
18 A post office box number may be provided in addition to the street
19 address; and

20 (f) The names and street addresses of its current
21 directors and officers.

22 (2) The foreign corporation shall deliver with the
23 completed application a certificate of existence, or a document
24 of similar import, duly authenticated by the official having
25 custody of corporate records in the state or country under whose

1 law it is incorporated. Such certificate or document shall not bear
2 a date of more than sixty days prior to the date the application is
3 filed in this state.

4 Sec. 18. Section 21-20,175, Reissue Revised Statutes of
5 Nebraska, is amended to read:

6 21-20,175 (1) A foreign corporation authorized to
7 transact business in this state may change its registered office or
8 registered agent by delivering to the Secretary of State for filing
9 a statement of change that sets forth:

10 (a) Its name;

11 (b) The street address of its current registered office;

12 (c) If the current registered office is to be changed,
13 the street address of its new registered office;

14 (d) The name and street address of its current registered
15 agent. A post office box number may be provided in addition to the
16 street address;

17 (e) If the current registered agent is to be changed,
18 the name of its new registered agent and the new agent's written
19 consent, either on the statement or attached to it, to the
20 appointment; and

21 (f) After any change or changes are made, that the street
22 addresses of its registered office and the business office of its
23 registered agent will be identical.

24 (2) If a registered agent changes the street address or
25 post office box number of his or her business office, he or she

1 may change the street address or post office box number of the
2 registered office of any foreign corporation for which he or she is
3 the registered agent by notifying the corporation in writing of the
4 change and signing, either manually or in facsimile, and delivering
5 to the Secretary of State for filing a statement of change that
6 complies with the requirements of subsection (1) of this section
7 and recites that the corporation has been notified of the change.

8 Sec. 19. Section 21-20,181.01, Reissue Revised Statutes
9 of Nebraska, is amended to read:

10 21-20,181.01 In lieu of compliance with section
11 21-20,168, relating to the authorization of foreign corporations
12 to transact business in this state, any corporation organized
13 under the laws of any other state or states which has heretofore
14 filed, or which may hereafter file, with the Secretary of State of
15 this state a copy, certified by the Secretary of State or other
16 proper officer of the state or country under the laws of which
17 such foreign corporation is formed, of its charter or articles
18 of association or incorporation, together with all amendments to
19 such date, the street address of its registered office in this
20 state and the name and street address and, if one exists, a post
21 office box number, of its current registered agent at that office,
22 on filing with the Secretary of State a certified copy of a
23 resolution adopted by its board of directors, including the date
24 the resolution was adopted, accepting and agreeing to be bound
25 by the provisions of the Business Corporation Act with respect

1 to its property and business operations within this state shall
2 become and be a body corporate of this state. If the stock is no
3 par, a resolution of the corporation, signed by an officer of the
4 corporation, shall state the book value of the no par stock, which
5 in no event shall be less than one dollar per share.

6 Sec. 20. Section 21-2216, Revised Statutes Cumulative
7 Supplement, 2006, is amended to read:

8 21-2216 (1) No corporation shall open, operate, or
9 maintain an establishment or do business for any purposes set
10 forth in the Nebraska Professional Corporation Act without (a)
11 filing with the Secretary of State a certificate of registration
12 from the regulating board of the particular profession for which
13 the professional corporation is organized to do business, which
14 certificate shall set forth the name and residence addresses of
15 all shareholders as of the last day of the month preceding such
16 filing, and (b) certifying that all shareholders, directors, and
17 officers, except the secretary and the assistant secretary, are
18 duly licensed to render the same professional services as those for
19 which the corporation was organized. Application for a certificate
20 of registration shall be made by the professional corporation to
21 the regulating board in writing and shall contain the names of
22 all officers, directors, shareholders, and professional employees
23 of the professional corporation, the street address at which the
24 applicant proposes to perform professional services, and such other
25 information as may be required by the regulating board.

1 (2) If it appears to the regulating board that each
2 shareholder, officer, director, and professional employee of the
3 applicant, except the secretary and the assistant secretary, is
4 licensed to practice the profession of the applicant and that each
5 shareholder, officer, director, or professional employee is not
6 otherwise disqualified from performing the professional services of
7 the applicant, such regulating board shall certify, in duplicate
8 upon a form bearing its date of issuance and prescribed by such
9 regulating board, that such proposed or existing professional
10 corporation complies with the provisions of the act and of
11 the applicable rules and regulations of such regulating board.
12 Each applicant for such registration certificate shall pay such
13 regulating board a fee of twenty-five dollars for the issuance of
14 such duplicate certificate.

15 (3) One copy of such certificate shall be prominently
16 exposed to public view upon the premises of the principal
17 place of business of each professional corporation organized
18 under the act, and one copy shall be filed by the professional
19 corporation with the Secretary of State who shall charge a fee of
20 twenty-five dollars for filing the same. The certificate from the
21 regulating board shall be filed in the office of the Secretary of
22 State together with the articles of incorporation. A registration
23 certificate bearing an issuance date more than twelve months old
24 shall not be eligible for filing with the Secretary of State.

25 ~~(2)~~ (4) When licensing records of regulating boards are

1 electronically accessible, the Secretary of State shall access the
2 records. The access shall be made in lieu of the certificate
3 of registration or registration certificate being prepared and
4 issued by the regulating board. The professional corporation shall
5 file with the Secretary of State an application setting forth
6 the name and residence addresses of all officers, directors,
7 shareholders, and professional employees as of the last day of the
8 month preceding the date of the application and shall file with
9 the Secretary of State a ~~biennial~~ an annual update thereafter.
10 Each application shall be accompanied by a licensure verification
11 fee of fifty dollars. The Secretary of State shall verify that
12 all of the directors, officers, shareholders, and professional
13 employees listed on the application, except for the secretary
14 and assistant secretary, are duly licensed or otherwise legally
15 authorized to render the same professional service or an ancillary
16 service as those for which the professional corporation was
17 organized. Verification shall be done by electronically accessing
18 the regulating board's licensing records. If any director, officer,
19 shareholder, or professional employee is not licensed or otherwise
20 legally authorized to perform the professional service that the
21 professional corporation was organized to render, the corporation
22 will be suspended. The biennial report and tax cannot be filed and
23 paid in the office of the Secretary of State until the corporation
24 attests in writing that the director, officer, shareholder, or
25 professional employee is licensed or otherwise legally authorized

1 to practice, which shall be verified by the Secretary of State,
2 or is no longer a director, officer, shareholder, or professional
3 employee of the corporation. When the biennial report and the
4 tax become delinquent, the corporation shall be dissolved for
5 nonpayment of taxes in compliance with section 21-323.

6 Sec. 21. Section 21-2304, Reissue Revised Statutes of
7 Nebraska, is amended to read:

8 21-2304 The articles of incorporation shall set forth:
9 (1) The names and residences of the applicants together with a
10 recital that each of them is an elector of and taxpayer in the
11 local political subdivision, (2) the name of the corporation, (3)
12 a recital that permission to organize the corporation has been
13 granted by resolution duly adopted by the governing body of the
14 local political subdivision and the date of the adoption of the
15 resolution, (4) the location of the registered office of the
16 corporation, which shall be in the local political subdivision, and
17 the name of its current registered agent at such office, (5) the
18 purposes for which the corporation is organized, (6) the number of
19 directors of the corporation, (7) the period, if any, of duration
20 of the corporation, and (8) any other matter which the applicants
21 choose to insert in the articles of incorporation which is not
22 inconsistent with the Nebraska Industrial Development Corporation
23 Act or with the laws of this state. The articles of incorporation
24 shall be subscribed and acknowledged before a notary public by each
25 of the applicants.

1 Sec. 22. Section 21-2601.01, Revised Statutes Cumulative
2 Supplement, 2006, is amended to read:

3 21-2601.01 For purposes of the Limited Liability Company
4 Act, unless the context otherwise requires:

5 (1) Certificate of registration or registration
6 certificate from or by the regulating board means either a document
7 prepared and issued by the regulating board or the electronic
8 accessing of the regulating board's licensing records by the
9 Secretary of State;

10 ~~(2) Professional limited liability company means a~~
11 ~~limited liability company which is organized under the act for the~~
12 ~~specific purpose of rendering a professional service and which has~~
13 ~~as its members only individuals who themselves are duly licensed~~
14 ~~or otherwise legally authorized by a regulating board within this~~
15 ~~state to render the same professional service as the limited~~
16 ~~liability company;~~

17 ~~(3)~~ (2) Professional service means any type of personal
18 service to the public which requires as a condition precedent
19 to the rendering of such service the obtaining of a license or
20 other legal authorization and which includes, but is not limited
21 to, personal services rendered by a certified public accountant,
22 public accountant, dentist, osteopathic physician, physician and
23 surgeon, veterinarian, real estate broker, associate real estate
24 broker, real estate salesperson, or attorney at law. For purposes
25 of the act, those professions pertaining to the diagnosis, care,

1 and treatment of humans shall be considered to be of the same
2 profession; and

3 ~~(4)~~ (3) Regulating board means a board which is charged
4 with the licensing and regulating of the practice or profession
5 which the ~~professional~~ limited liability company is organized to
6 render.

7 Sec. 23. Section 21-2606, Revised Statutes Cumulative
8 Supplement, 2006, is amended to read:

9 21-2606 (1) The articles of organization of a limited
10 liability company shall set forth:

11 (a) The name of the limited liability company;

12 (b) The purpose for which the limited liability company
13 is organized but, if the limited liability company provides a
14 professional service, the articles of organization shall contain
15 a statement of the profession to be practiced by the limited
16 liability company;

17 (c) The address of its principal place of business in
18 this state and the name and address of its current registered agent
19 in this state. A post office box number may be provided in addition
20 to the street address;

21 (d) The total amount of cash contributed to stated
22 capital and a description and agreed value of property other than
23 cash contributed;

24 (e) The total additional contributions agreed to be made
25 by all members and the times at which or events upon the happening

1 of which the contributions will be made;

2 (f) The right, if given, of the members to admit
3 additional members and the terms and conditions of the admission;
4 and

5 (g) If the limited liability company is to be managed by
6 one or more managers, the names and addresses of the persons who
7 will serve as managers until the successor is elected, or if the
8 management of a limited liability company is reserved to the one or
9 more classes of members, the names and addresses of such members.

10 (2) The articles of organization of a limited liability
11 company may set forth:

12 (a) The period of its duration, which may be perpetual.
13 If the articles of organization do not state a period of duration,
14 the limited liability company shall have perpetual existence; and

15 (b) Any other provision not inconsistent with law which
16 the members elect to set out in the articles of organization for
17 the regulation of the internal affairs of the limited liability
18 company, including any provisions which are required or permitted
19 to be set out in the operating agreement of the limited liability
20 company.

21 (3) It shall not be necessary to set out in the articles
22 of organization any of the powers enumerated in the Limited
23 Liability Company Act.

24 Sec. 24. Section 21-2610, Revised Statutes Cumulative
25 Supplement, 2006, is amended to read:

1 21-2610 (1) A limited liability company, whether foreign
2 or domestic, may change its registered office or registered agent
3 upon filing with the Secretary of State a statement setting forth:

4 (a) The name of the limited liability company;

5 (b) The street address of its current registered office;

6 (c) If the address of its registered office is to be
7 changed, the new address;

8 (d) The name and street address of its current registered
9 agent. A post office box number may be provided in addition to the
10 street address;

11 (e) If its registered agent is to be changed, the name of
12 the successor registered agent;

13 (f) That the address of its registered office and the
14 address of the business office of its registered agent, as changed,
15 will be identical; and

16 (g) That the change was authorized by an affirmative vote
17 of a majority in interest of the members of the limited liability
18 company or in any other manner authorized by the articles of
19 organization.

20 (2) The statement shall be executed by an authorized
21 representative of the limited liability company and delivered to
22 the Secretary of State. If the Secretary of State finds that the
23 statement conforms to the requirements of this section, he or she
24 shall file the statement in his or her office, and upon filing, the
25 change of address of the registered office or the appointment of a

1 new registered agent shall be effective.

2 (3) A registered agent may resign as registered agent of
3 a limited liability company upon filing a written notice, executed
4 in duplicate, with the Secretary of State who shall mail a copy
5 thereof to the limited liability company at its place of business
6 if known to the Secretary of State, otherwise at its registered
7 office. The appointment of the registered agent shall terminate
8 upon the expiration of thirty days after receipt of notice by the
9 Secretary of State.

10 (4) If a registered agent changes the street address or
11 post office box number for his or her business office, he or she
12 may change the street address, or, if one exists, the post office
13 box number, of the registered office of any limited liability
14 company for which he or she is the registered agent by notifying
15 the limited liability company in writing of the change and signing,
16 either manually or in facsimile, and delivering to the Secretary of
17 State for filing a statement that complies with the requirements
18 of subsection (1) of this section and recites that the limited
19 liability company has been notified of the change.

20 Sec. 25. Section 21-2632.01, Revised Statutes Cumulative
21 Supplement, 2006, is amended to read:

22 21-2632.01 A ~~professional~~ limited liability company which
23 provides a professional service shall render only one type of
24 professional service and such services as may be ancillary thereto
25 and shall not engage in any other profession. No ~~professional~~

1 limited liability company organized under the Limited Liability
2 Company Act may render a professional service except through its
3 members, managers, and professional employees who are duly licensed
4 or otherwise legally authorized to render such professional service
5 within this state. This section shall not be interpreted to include
6 in the term professional employee, as used in the act, clerks,
7 secretaries, bookkeepers, technicians, and other assistants who are
8 not usually and ordinarily considered by custom and practice to be
9 rendering a professional service to the public for which a license
10 or other legal authorization is required.

11 Sec. 26. Section 21-2638, Reissue Revised Statutes of
12 Nebraska, is amended to read:

13 21-2638 Before doing business in this state, a foreign
14 limited liability company shall obtain a certificate of authority
15 from the Secretary of State. In order to obtain a certificate of
16 authority, a foreign limited liability company shall submit to the
17 Secretary of State, together with payment of the fee required by
18 the Limited Liability Company Act, an original executed by a member
19 or manager, together with a duplicate original, of an application
20 for a certificate of authority as a foreign limited liability
21 company, setting forth:

22 (1) The name of the foreign limited liability company;

23 (2) The state or other jurisdiction or country where
24 organized, the date of its organization, and a statement issued
25 by an appropriate authority in that jurisdiction that the foreign

1 limited liability company exists in good standing under the laws of
2 the jurisdiction of its organization;

3 (3) The nature of the business or purposes to be
4 conducted or promoted in this state;

5 (4) The address of the registered office and the name and
6 street address of the current resident agent for service of process
7 required to be maintained by the act. A post office box number may
8 be provided in addition to the street address; and

9 (5) Such additional information as may be necessary or
10 appropriate in order to enable the Secretary of State to determine
11 whether such foreign limited liability company is entitled to a
12 certificate of authority to transact business in this state and to
13 determine and assess the fees and taxes prescribed by the laws of
14 this state.

15 Sec. 27. Original sections 21-1302, 21-1403, 21-1921,
16 21-1934, 21-1935, 21-19,148, 21-19,152, 21-19,153, 21-19,161,
17 21-19,172, 21-2018, 21-2032, 21-20,170, 21-20,175, 21-20,181.01,
18 21-2304, and 21-2638, Reissue Revised Statutes of Nebraska, and
19 sections 21-301, 21-302, 21-304, 21-305, 21-2216, 21-2601.01,
20 21-2606, 21-2610, and 21-2632.01, Revised Statutes Cumulative
21 Supplement, 2006, are repealed.