

LEGISLATURE OF NEBRASKA
ONE HUNDREDTH LEGISLATURE
SECOND SESSION
LEGISLATIVE BILL 907

FINAL READING

Introduced by Pirsch, 4.

Read first time January 14, 2008

Committee: Banking, Commerce and Insurance

A BILL

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

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

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

3 21-1905 (a) The Secretary of State shall collect the
4 following fees when the documents described in this subsection are
5 delivered for filing:

| 6 | Document | Fee |
|----|--|--------------------|
| 7 | (1)(i) Articles of incorporation or (ii) | |
| 8 | documents relating to domestication | \$10.00 |
| 9 | (2) Application for use of indistinguishable name | \$25.00 |
| 10 | (3) Application for reserved name | \$25.00 |
| 11 | (4) Notice of transfer of reserved name | \$25.00 |
| 12 | (5) Application for registered name | \$25.00 |
| 13 | (6) Application for renewal of registered name | \$25.00 |
| 14 | (7) Corporation's statement of change of registered | |
| 15 | agent or registered office or both | \$5.00 |
| 16 | (8) Agent's statement of change of registered | |
| 17 | office for each affected corporation | |
| 18 | (not to exceed a total of \$1,000) | \$25.00 |
| 19 | (9) Agent's statement of resignation | no fee |
| 20 | (10) Amendment of articles of incorporation | \$5.00 |
| 21 | (11) Restatement of articles of incorporation | \$5.00 |
| 22 | with amendments | \$5.00 |
| 23 | (12) Articles of merger | \$5.00 |
| 24 | (13) Articles of dissolution | \$5.00 |
| 25 | (14) Articles of revocation of dissolution | \$5.00 |

| | | |
|----|--|---------|
| 1 | (15) Certificate of administrative dissolution | no fee |
| 2 | (16) Application for reinstatement following | |
| 3 | administrative dissolution | \$5.00 |
| 4 | (17) Certificate of reinstatement | no fee |
| 5 | (18) Certificate of judicial dissolution | no fee |
| 6 | (19) Certificate of authority | \$10.00 |
| 7 | (20) Application for amended certificate of authority | \$5.00 |
| 8 | (21) Application for certificate of withdrawal | \$5.00 |
| 9 | (22) Certificate of revocation of | no fee |
| 10 | authority to transact business | |
| 11 | (23) Biennial report | \$20.00 |
| 12 | (24) Articles of correction | \$5.00 |
| 13 | (25) Application for certificate of good standing | \$10.00 |
| 14 | (26) Any other document required or permitted to | |
| 15 | be filed by the Nebraska Nonprofit Corporation Act | \$5.00 |
| 16 | (i) Amendments | \$5.00 |
| 17 | (ii) Mergers | \$5.00 |
| 18 | <u>(1)(i) Articles of incorporation or (ii) documents</u> | |
| 19 | <u>relating to domestication...\$10.00</u> | |
| 20 | <u>(2) Application for reserved name...\$25.00</u> | |
| 21 | <u>(3) Notice of transfer of reserved name...\$25.00</u> | |
| 22 | <u>(4) Application for registered name...\$25.00</u> | |
| 23 | <u>(5) Application for renewal of registered name...\$25.00</u> | |
| 24 | <u>(6) Corporation's statement of change of registered agent</u> | |

- 1 or registered office or both...\$5.00
- 2 (7) Agent's statement of change of registered office
3 for each affected corporation...\$25.00 (not to exceed a total of
4 \$1,000)
- 5 (8) Agent's statement of resignation...no fee
- 6 (9) Amendment of articles of incorporation...\$5.00
- 7 (10) Restatement of articles of incorporation with
8 amendments...\$5.00
- 9 (11) Articles of merger...\$5.00
- 10 (12) Articles of dissolution...\$5.00
- 11 (13) Articles of revocation of dissolution...\$5.00
- 12 (14) Certificate of administrative dissolution...no fee
- 13 (15) Application for reinstatement following
14 administrative dissolution...\$5.00
- 15 (16) Certificate of reinstatement...no fee
- 16 (17) Certificate of judicial dissolution...no fee
- 17 (18) Certificate of authority...\$10.00
- 18 (19) Application for amended certificate of
19 authority...\$5.00
- 20 (20) Application for certificate of withdrawal...\$5.00
- 21 (21) Certificate of revocation of authority to transact
22 business...no fee
- 23 (22) Biennial report...\$20.00
- 24 (23) Articles of correction...\$5.00
- 25 (24) Application for certificate of good

1 standing...\$10.00

2 (25) Any other document required or permitted to be filed

3 by the Nebraska Nonprofit Corporation Act...\$5.00

4 (i) Amendments...\$5.00

5 (ii) Mergers...\$5.00

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

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

12 (1) \$1.00 per page; and

13 (2) \$10.00 for the certificate.

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

18 Sec. 2. Section 21-2005, Revised Statutes Supplement,
19 2007, is amended to read:

20 21-2005 (1) The Secretary of State shall collect the fees
21 prescribed by this section when the documents described in this
22 subsection are delivered to him or her for filing:

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

25 (i) If the capital stock is \$10,000 or less, the fee

1 shall be \$60;

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

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

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

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

10 (vi) If the capital stock is more than \$100,000, the fee
11 shall be \$300, plus \$3 additional for each \$1,000 in excess of
12 \$100,000.

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

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

24 ~~(e) Application for use of indistinguishable name...\$25~~

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

- 1 ~~(e)~~ (d) Notice of transfer of reserved name...\$25
- 2 ~~(f)~~ (e) Application for registered name...\$25
- 3 ~~(g)~~ (f) Application for renewal of registered name...\$25
- 4 ~~(h)~~ (g) Corporation's statement of change of registered
- 5 agent or registered office or both...\$25
- 6 ~~(i)~~ (h) Agent's statement of change of registered
- 7 office for each affected corporation...\$25 not to exceed a total
- 8 of...\$1,000
- 9 ~~(j)~~ (i) Agent's statement of resignation...No fee
- 10 ~~(k)~~ (j) Amendment of articles of incorporation...\$25
- 11 ~~(l)~~ (k) Restatement of articles of incorporation...\$25
- 12 with amendment of articles...\$25
- 13 ~~(m)~~ (l) Articles of merger or share exchange...\$25
- 14 ~~(n)~~ (m) Articles of dissolution...\$45
- 15 ~~(o)~~ (n) Articles of revocation of dissolution...\$25
- 16 ~~(p)~~ (o) Certificate of administrative dissolution...No
- 17 fee
- 18 ~~(q)~~ (p) Application for reinstatement...\$25
- 19 ~~(r)~~ (q) Certificate of reinstatement...No fee
- 20 ~~(s)~~ (r) Certificate of judicial dissolution...No fee
- 21 ~~(t)~~ (s) Application for certificate of authority...\$130
- 22 ~~(u)~~ (t) Application for amended certificate of
- 23 authority...\$25
- 24 ~~(v)~~ (u) Application for certificate of withdrawal...\$25
- 25 ~~(w)~~ (v) Certificate of revocation of authority to

1 transact business...No fee

2 ~~(z)~~ (w) Articles of correction...\$25

3 ~~(y)~~ (x) Application for certificate of existence or
4 authorization...\$25

5 ~~(z)~~ (y) Any other document required or permitted to be
6 filed by the Business Corporation Act...\$25.

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

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

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

14 (b) Ten dollars for the certificate.

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

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

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

25 (a) Contain a word or phrase which indicates or implies

1 that it is organized for a purpose other than one or more of the
2 purposes contained in its articles of organization; or

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

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

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

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

22 ~~(2)~~ (3) Omission of the words or an abbreviation required
23 by subsection (1) of this section in the use of the name of the
24 limited liability company shall render any person who participates
25 in the omission or who knowingly acquiesces in such omission liable

1 for indebtedness, damage, or liability caused by the omission.

2 ~~(3)~~ (4) Identification as a limited liability company
3 in the manner required by subsection (1) of this section shall
4 appear at the end of the name of the limited liability company
5 on all correspondence, stationery, checks, invoices, and documents
6 executed by the limited liability company.

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

9 21-2611 If a limited liability company has failed for
10 ninety days to appoint and maintain a registered agent in this
11 state, has failed for ninety days after change of its registered
12 office or registered agent to file with the Secretary of State a
13 statement of the change, or has failed to pay any fee required
14 by section 21-2634, it shall be deemed to be transacting business
15 within this state without authority and to have forfeited any
16 franchises, rights, or privileges acquired under the laws of this
17 state. The Secretary of State shall mail a notice of failure to
18 comply to the limited liability company at its registered office
19 by certified mail. Unless the limited liability company comes into
20 compliance within thirty days after the delivery of notice, the
21 limited liability company shall be deemed to be defunct and to
22 have forfeited its certificate of organization. A defunct limited
23 liability company may at any time ~~within one year~~ after the
24 forfeiture of its certificate be revived and reinstated by filing
25 any necessary documents, paying any fees, and paying an additional

1 fee of one hundred dollars. A revived and reinstated limited
2 liability company shall have the same force and effect as if its
3 existence had not been defunct.

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