

LEGISLATURE OF NEBRASKA  
ONE HUNDRED FIFTH LEGISLATURE  
FIRST SESSION

**LEGISLATIVE BILL 594**

Introduced by Groene, 42.

Read first time January 18, 2017

Committee: Banking, Commerce and Insurance

- 1 A BILL FOR AN ACT relating to the Nebraska Uniform Limited Liability
- 2 Company Act; to amend section 21-118, Reissue Revised Statutes of
- 3 Nebraska; to require a limited liability company seeking a tax
- 4 benefit to file an amended certificate of organization as
- 5 prescribed; and to repeal the original section.
- 6 Be it enacted by the people of the State of Nebraska,

1 Section 1. Section 21-118, Reissue Revised Statutes of Nebraska, is  
2 amended to read:

3 21-118 (ULLCA 202) (a) A certificate of organization may be amended  
4 or restated at any time.

5 (b) To amend its certificate of organization, a limited liability  
6 company must deliver to the Secretary of State for filing an amendment  
7 stating:

8 (1) the name of the company;

9 (2) the date of filing of its certificate of organization; and

10 (3) the changes the amendment makes to the certificate as most  
11 recently amended or restated.

12 (c) To restate its certificate of organization, a limited liability  
13 company must deliver to the Secretary of State for filing a restatement,  
14 designated as such in its heading, stating:

15 (1) in the heading or an introductory paragraph, the company's  
16 present name and the date of the filing of the company's initial  
17 certificate of organization;

18 (2) if the company's name has been changed at any time since the  
19 company's formation, each of the company's former names; and

20 (3) the changes the restatement makes to the certificate as most  
21 recently amended or restated.

22 (d) Subject to subsection (c) of section 21-112 and subsection (c)  
23 of section 21-121, an amendment to or restatement of a certificate of  
24 organization is effective when filed by the Secretary of State.

25 (e) If a member of a member-managed limited liability company, or a  
26 manager of a manager-managed limited liability company, knows that any  
27 information in a filed certificate of organization was inaccurate when  
28 the certificate was filed or has become inaccurate owing to changed  
29 circumstances, the member or manager shall promptly:

30 (1) cause the certificate to be amended; or

31 (2) if appropriate, deliver to the Secretary of State for filing a

1 statement of change under section 21-114 or a statement of correction  
2 under section 21-122.

3 (f) A limited liability company that seeks tax benefits under a tax  
4 credit, tax abatement, or tax incentive plan offered under the laws of  
5 this state shall, prior to applying for such tax benefits, file an  
6 amended certificate of organization. Such amended certificate of  
7 organization shall state: (1) The name of the limited liability company;  
8 (2) the date of filing of its certificate of organization; and (3) the  
9 names of the members of the limited liability company.

10 Sec. 2. Original section 21-118, Reissue Revised Statutes of  
11 Nebraska, is repealed.