

LEGISLATIVE BILL 279

Approved by the Governor March 18, 2015

Introduced by Schumacher, 22.

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

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

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

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

- (1) the name of the company and the effective date of its dissolution;
- (2) that the grounds for dissolution did not exist or have been eliminated; and
- (3) that the company's name satisfies the requirements of section 21-108.

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

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

- (1) The name of the company and the effective date of its dissolution;
- (2) That the grounds for dissolution did not exist or have been eliminated;
- (3) That the company's name satisfies the requirements of section 21-108;
- (4) That a legitimate reason exists for reinstatement and what such legitimate reason is; and
- (5) That such reinstatement does not constitute fraud on the public.

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

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

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

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

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

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

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

fees to the Corporation Cash Fund.

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

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

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

- (i) If the capital stock is \$10,000 or less, the fee shall be \$60;
- (ii) If the capital stock is more than \$10,000 but does not exceed \$25,000, the fee shall be \$100;
- (iii) If the capital stock is more than \$25,000 but does not exceed \$50,000, the fee shall be \$150;
- (iv) If the capital stock is more than \$50,000 but does not exceed \$75,000, the fee shall be \$225;
- (v) If the capital stock is more than \$75,000 but does not exceed \$100,000, the fee shall be \$300; and
- (vi) If the capital stock is more than \$100,000, the fee shall be \$300, plus \$3 additional for each \$1,000 in excess of \$100,000.

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

(2) Articles of incorporation or articles of domestication if filed by an insurer holding a certificate of authority issued by the Director of Insurance, the fee shall be \$300;

- (3) Application for use of deceptively similar name...\$25;
- (4) Application for reserved name...\$25;
- (5) Notice of transfer of reserved name...\$25;
- (6) Application for registered name...\$25;
- (7) Application for renewal of registered name...\$25;
- (8) Corporation's statement of change of registered agent or registered office or both...\$25;
- (9) Agent's statement of change of registered office for each affected corporation...\$25 not to exceed a total of...\$1,000;
- (10) Agent's statement of resignation...No fee;
- (11) Articles of charter surrender...\$25;
- (12) Articles of nonprofit conversion...\$25;
- (13) Articles of entity conversion...\$25;
- (14) Amendment of articles of incorporation...\$25;
- (15) Restatement of articles of incorporation...\$25 with amendment of articles...\$25;
- (16) Articles of merger or share exchange...\$25;
- (17) Articles of dissolution...\$45;
- (18) Articles of revocation of dissolution...\$25;
- (19) Certificate of administrative dissolution...No fee;
- (20) Application for reinstatement following administrative dissolution or revocation...\$25;
- (21) Application for reinstatement more than five years after the effective date of an administrative dissolution or administrative revocation...\$500;

- (22 21) Certificate of reinstatement...No fee;
- (23 22) Certificate of judicial dissolution...No fee;
- (24 23) Application for certificate of authority...\$130;
- (25 24) Application for amended certificate of authority...\$25;
- (26 25) Application for certificate of withdrawal...\$25;
- (27 26) Application for transfer of authority...\$25;
- (28 27) Certificate of revocation of authority to transact business...No fee;
- (29 28) Articles of correction...\$25;
- (30 29) Application for certificate of existence or authorization...\$25;

and
(31 30) Any other document required or permitted to be filed by the Nebraska Model Business Corporation Act...\$25.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(e) When the reinstatement is effective, it relates back to and takes

effect as of the effective date of the revocation and the foreign corporation shall resume carrying on its business as if the revocation had never occurred.

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

21-323.01 (1)(a) Until January 1, 2017, the provisions of this subsection apply. A corporation automatically dissolved under section 21-323 may apply to the Secretary of State for reinstatement within five years after the effective date of its automatic dissolution. The application shall:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(f) A corporation applying for reinstatement under this subsection shall:

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

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

(2)(a) Beginning January 1, 2017, the provisions of this subsection apply.

(1) A corporation administratively dissolved under section 21-323 may apply to the Secretary of State for reinstatement within five years after the effective date of its administrative dissolution. The application shall:

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

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

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

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

(b 2) If the Secretary of State determines (i a) that the application for reinstatement contains the information required by subdivision (a) subsection (1) of this subsection section and that the information is correct and (ii b) that the corporation has complied with subdivision (f) subsection (4) of this subsection section, he or she shall cancel the certificate of dissolution, prepare a certificate of reinstatement that recites his or her determination

and the effective date of reinstatement, file the original of the certificate, and serve a copy on the corporation under section 21-236.

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

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

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

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

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

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

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

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

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

(f 4) A corporation applying for reinstatement under this subsection shall:

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

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

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

21-325.01 (1)(a) Until January 1, 2017, the provisions of this subsection apply. A foreign corporation, the certificate of authority of which has been revoked under section 21-325, may apply to the Secretary of State for reinstatement within five years after the effective date of the revocation. The application shall:

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

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

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

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

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

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

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

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

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

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

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

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

(d) If the Secretary of State determines (i) that the application for late

reinstatement contains the information required by subdivision (c) of this subsection and that the information is correct and (ii) that the foreign corporation has complied with subdivision (f) of this subsection, he or she shall cancel the certificate of revocation, prepare a certificate of late reinstatement that recites his or her determination and the effective date of reinstatement, file the original of the certificate, and serve a copy on the foreign corporation under section 21-20,177.

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

(f) A foreign corporation applying for reinstatement under this subsection shall:

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

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

(2)(a) Beginning January 1, 2017, the provisions of this subsection apply. (1) A foreign corporation, the certificate of authority of which has been administratively revoked under section 21-325, may apply to the Secretary of State for reinstatement within five years after the effective date of the revocation. The application shall:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(f 4) A foreign corporation applying for reinstatement under this subsection section shall:

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

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

to time be adjusted, times the amount of occupation taxes required to be paid by it for each year that such foreign corporation's certificate of authority was revoked.

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

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

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

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

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

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

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

(b) The Secretary of State shall charge a fee in the amount prescribed in subdivision (1)(z y) of section 21-2005 prior to January 1, 2017, and in the amount prescribed in section 21-205 on and after January 1, 2017, for filing a benefit report. The fee shall be remitted to the State Treasurer for credit to the Corporation Cash Fund.

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

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

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

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

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

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

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

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

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

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

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

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

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

(12) Articles of dissolution...\$5.00

(13) Articles of revocation of dissolution...\$5.00

(14) Certificate of administrative dissolution...no fee

(15) Application for reinstatement following administrative dissolution...\$5.00

(16) Application for reinstatement more than five years after the effective date of an administrative dissolution or administrative revocation...\$500.00

~~(17)~~ (16) Certificate of reinstatement...no fee

~~(18)~~ (17) Certificate of judicial dissolution...no fee

~~(19)~~ (18) Certificate of authority...\$10.00

~~(20)~~ (19) Application for amended certificate of authority...\$5.00

~~(21)~~ (20) Application for certificate of withdrawal...\$5.00

~~(22)~~ (21) Certificate of revocation of authority to transact business...no fee

~~(23)~~ (22) Biennial report...\$20.00

~~(24)~~ (23) Articles of correction...\$5.00

~~(25)~~ (24) Application for certificate of good standing...\$10.00

~~(26)~~ (25) Any other document required or permitted to be filed by the Nebraska Nonprofit Corporation Act...\$5.00

(i) Amendments...\$5.00

(ii) Mergers...\$5.00

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

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

(1) \$1.00 per page; and

(2) \$10.00 for the certificate.

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

Sec. 10. Section 21-19,139, Reissue Revised Statutes of Nebraska, is

amended to read:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(e e) When reinstatement is effective, it relates back to and takes effect as of the effective date of the revocation and the foreign corporation shall

resume carrying on its activities as if the revocation had never occurred.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) Agent's statement of resignation...No fee

(j) Amendment of articles of incorporation...\$25

(k) Restatement of articles of incorporation...\$25 with amendment of articles...\$25

(l) Articles of merger, share exchange, or conversion...\$25

(m) Articles of dissolution...\$45

(n) Articles of revocation of dissolution...\$25

(o) Certificate of administrative dissolution...No fee

(p) Application for reinstatement...\$25

(q) Application for reinstatement more than five years after the effective date of an administrative dissolution or administrative revocation...\$500

(r) Certificate of reinstatement...No fee

(s) Certificate of judicial dissolution...No fee

(t) Application for certificate of authority...\$130

(u) Application for amended certificate of authority...\$25

(v) Application for certificate of withdrawal...\$25

(w) Certificate of revocation of authority to transact business...No fee

(x) Articles of correction...\$25

(y) Application for certificate of existence or authorization...\$25

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

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

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

(a) One dollar per page for copying; and

(b) Ten dollars for the certificate.

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

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

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

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

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

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

(2) If the Secretary of State determines (a) that the application for reinstatement contains the information required by subsection (1) of this section and that the information is correct, and (b) that the corporation has paid to the Secretary of State all delinquent occupation taxes and has forwarded to the Secretary of State a properly executed and signed biennial

~~annual~~ report for the current year, he or she shall cancel the certificate of dissolution and prepare a certificate of reinstatement that recites his or her determination and the effective date of reinstatement, file the original of the certificate, and serve a copy on the corporation under section 21-2034.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

21-2995 (1) A limited cooperative association that has been administratively dissolved may apply to the Secretary of State for

reinstatement within five years after the effective date of its administrative dissolution. The application shall be delivered to the Secretary of State for filing and state:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Sec. 16. Sections 3, 4, 5, 17, and 19 of this act become operative on January 1, 2017. The other sections of this act become operative on their effective date.

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

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

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

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