

REFERENCE TITLE: corporations; partnerships; publication requirement  
removal

State of Arizona  
House of Representatives  
Forty-ninth Legislature  
First Regular Session  
2009

# HB 2166

Introduced by  
Representatives Biggs: Burges

AN ACT

AMENDING SECTIONS 10-203, 10-222, 10-224, 10-1007, 10-1008, 10-1503, 10-3203,  
10-3222, 10-3224, 10-11006, 10-11007, 10-11008, 29-633, 29-635, 29-754 AND  
29-1103, ARIZONA REVISED STATUTES; RELATING TO CORPORATIONS AND PARTNERSHIPS.

(TEXT OF BILL BEGINS ON NEXT PAGE)

1 Be it enacted by the Legislature of the State of Arizona:

2 Section 1. Section 10-203, Arizona Revised Statutes, is amended to  
3 read:

4 10-203. Incorporation

5 A. Unless a delayed effective date is specified in the articles of  
6 incorporation, incorporation occurs and the corporate existence begins when  
7 the articles of incorporation and certificate of disclosure are  
8 ELECTRONICALLY delivered to the commission for filing.

9 B. The commission's filing of the articles of incorporation and  
10 certificate of disclosure is conclusive proof that the incorporators  
11 satisfied all conditions precedent to incorporation except in a proceeding by  
12 the state to cancel or revoke the incorporation or involuntarily dissolve the  
13 corporation pursuant to chapter 14 of this title.

14 C. Subject to section 10-124, if the commission determines that the  
15 requirements of chapters 1 through 17 of this title for filing have not been  
16 met, the articles of incorporation and certificate of disclosure shall not be  
17 filed and the corporate existence terminates at the time the commission  
18 completes the determination. If the corporate existence is terminated  
19 pursuant to this subsection, sections 10-1405, 10-1406 and 10-1407 apply.

20 D. ~~Within sixty days~~ After the commission has approved the filing, THE  
21 COMMISSION SHALL POST a copy of the articles of incorporation ~~shall be~~  
22 ~~published. An affidavit evidencing the publication shall be filed with the~~  
23 ~~commission within ninety days after approval by the commission of the filing~~  
24 ~~of the articles of incorporation~~ ON THE COMMISSION'S WEBSITE.

25 Sec. 2. Section 10-222, Arizona Revised Statutes, is amended to read:

26 10-222. Articles of domestication

27 A corporation transferring its domicile into this state shall  
28 ELECTRONICALLY deliver to the commission for filing articles of domestication  
29 setting forth:

30 1. The name of the corporation, which shall satisfy the requirements  
31 of section 10-401.

32 2. The state or other jurisdiction in which the corporation was  
33 originally incorporated and the date of the incorporation.

34 3. A statement that the official in charge of corporate filings in the  
35 jurisdiction in which the corporation was previously incorporated will be  
36 provided with a copy of the articles of domestication filed in this state.

37 4. All provisions required to be set forth in articles of  
38 incorporation of corporations formed in this state as provided in section  
39 10-202.

40 5. Any provisions that are not inconsistent with the laws of this  
41 state and that may be set forth in articles of incorporation of corporations  
42 formed in this state.

43 6. A statement that the articles of domestication have been adopted in  
44 accordance with section 10-221 and the dates of actions by the shareholders  
45 and board of directors constituting the adoption.

1           7. A statement that on transfer of domicile the corporation accepts  
2 and will be subject to the laws of this state.

3           Sec. 3. Section 10-224, Arizona Revised Statutes, is amended to read:

4           10-224. Recording and posting of articles of domestication

5           ~~Within sixty days~~ After the commission has approved the filing of the  
6 articles of domestication, **THE COMMISSION SHALL POST** a copy of the articles  
7 of domestication ~~shall be published. An affidavit evidencing the publication~~  
8 ~~may be filed with the commission within ninety days after approval by the~~  
9 ~~commission of the filing of the articles of domestication~~ **ON THE COMMISSION'S**  
10 **WEBSITE**. If other laws require the domesticated corporation to record its  
11 articles of incorporation, the domesticated corporation shall also record the  
12 articles of domestication.

13           Sec. 4. Section 10-1007, Arizona Revised Statutes, is amended to read:

14           10-1007. Restated articles of incorporation

15           A. A corporation's board of directors may restate its articles of  
16 incorporation at any time with or without shareholder action.

17           B. The restatement may include one or more amendments to the articles.  
18 If the restatement includes an amendment requiring shareholder approval, it  
19 shall be adopted as provided in section 10-1003.

20           C. If the board of directors submits a restatement for shareholder  
21 action, the corporation shall notify each shareholder, whether or not  
22 entitled to vote, of the proposed shareholders' meeting in accordance with  
23 section 10-705. The notice shall also state that the purpose or one of the  
24 purposes of the meeting is to consider the proposed restatement and shall  
25 contain or be accompanied by a copy of the restatement that identifies any  
26 amendment or other change it would make in the articles.

27           D. A corporation restating its articles of incorporation shall  
28 **ELECTRONICALLY** deliver to the commission for filing articles of restatement  
29 setting forth the name of the corporation and the text of the restated  
30 articles of incorporation together with a certificate setting forth:

31           1. Whether the restatement contains an amendment to the articles  
32 requiring shareholder approval and, if it does not, that the board of  
33 directors adopted the restatement.

34           2. If the restatement contains an amendment to the articles requiring  
35 shareholder approval, the information required by section 10-1006.

36           E. Duly adopted restated articles of incorporation supersede the  
37 original articles of incorporation and all amendments to them.

38           F. The commission may certify restated articles of incorporation, as  
39 the articles of incorporation currently in effect, without including the  
40 certificate information required by subsection D of this section.

41           G. ~~Within sixty days~~ After the commission has approved the filing, **THE**  
42 **COMMISSION SHALL POST** a copy of the articles of restatement ~~shall be~~  
43 ~~published. An affidavit evidencing the publication may be filed with the~~  
44 ~~commission within ninety days after the approval by the commission of the~~  
45 ~~filing of the articles of restatement~~ **ON THE COMMISSION'S WEBSITE**.

1           Sec. 5. Section 10-1008, Arizona Revised Statutes, is amended to read:  
2           10-1008. Amendment pursuant to reorganization

3           A. A corporation's articles of incorporation may be amended pursuant  
4 to this section without action by the board of directors or shareholders to  
5 carry out a plan of reorganization confirmed by an order or decree of a court  
6 of competent jurisdiction under a federal statute or a statute of this state  
7 if the articles of incorporation after amendment contain only provisions  
8 required or permitted by section 10-202.

9           B. Before the date of entry of a final decree in the reorganization  
10 proceeding, the individual or individuals designated by the plan shall  
11 ELECTRONICALLY deliver to the commission for filing articles of amendment  
12 setting forth all of the following:

- 13           1. The name of the corporation.
- 14           2. The text of each amendment contained in the plan of reorganization.
- 15           3. The date of the court's order or decree confirming the plan of  
16 reorganization containing the articles of amendment.
- 17           4. The title of the reorganization proceeding in which the order or  
18 decree was entered.
- 19           5. A statement that the court had jurisdiction of the proceeding under  
20 federal or state statute.

21           C. Shareholders of a corporation undergoing reorganization do not have  
22 dissenters' rights except as and to the extent provided in the reorganization  
23 plan.

24           D. This section does not apply after entry of a final decree in the  
25 reorganization proceeding even though the court retains jurisdiction of the  
26 proceeding for limited purposes unrelated to consummation of the  
27 reorganization plan.

28           E. ~~Within sixty days~~ After the commission has approved the filing, THE  
29 COMMISSION SHALL POST a copy of the articles of amendment ~~shall be published.~~  
30 ~~An affidavit evidencing the publication may be filed with the commission~~  
31 ~~within ninety days after approval by the commission of the filing of the~~  
32 ~~articles of amendment~~ ON THE COMMISSION'S WEBSITE.

33           Sec. 6. Section 10-1503, Arizona Revised Statutes, is amended to read:  
34           10-1503. Application for authority to transact business

35           A. A foreign corporation may apply for authority to transact business  
36 in this state by ELECTRONICALLY delivering an application and a certificate  
37 of disclosure to the commission for filing. The certificate of disclosure  
38 shall contain the information set forth in section 10-202, subsection D and  
39 is subject to the requirements of section 10-202, subsection F. The  
40 application shall be executed by the corporation and shall set forth:

- 41           1. The name of the foreign corporation and, if its name is unavailable  
42 for use in this state, a corporate name that satisfies the requirements of  
43 section 10-1506.
- 44           2. The name of the state or country under whose law it is  
45 incorporated.

- 1           3. Its date of incorporation and period of duration.
- 2           4. The street address of its principal office in its state or country  
3 of incorporation.
- 4           5. The street address of the proposed known place of business of the  
5 corporation in this state and the name and street address of its proposed  
6 statutory agent in this state.
- 7           6. If its purpose or purposes are narrower than the transaction of any  
8 or all lawful business in which corporations may engage in the state or  
9 country under whose law it is incorporated, a statement of the limitations on  
10 its purpose.
- 11          7. The names and usual business addresses of its current directors and  
12 officers.
- 13          8. A statement of the aggregate number of shares that the corporation  
14 has authority to issue, itemized by classes, par value of shares, shares  
15 without par value and series, if any, within a class.
- 16          9. A statement of the aggregate number of issued shares itemized by  
17 classes, par value of shares, shares without par value and series, if any,  
18 within a class.
- 19          10. A brief statement of the character of business that the corporation  
20 initially intends actually to conduct in this state. This statement does not  
21 limit the character of business that the corporation ultimately conducts.
- 22          B. The foreign corporation shall **ELECTRONICALLY** deliver the  
23 application and the certificate of disclosure to the commission, together  
24 with a copy of its articles of incorporation, any amendments to the articles  
25 of incorporation and a certificate of existence or a document of similar  
26 import duly authenticated by the secretary of state or other official having  
27 custody of corporate records in the state or country under whose law it is  
28 incorporated, and the nonrefundable fees required by law.
- 29          C. After determining that the application sets forth the information  
30 required by this section, does not use as the name of the corporation in this  
31 state a name that is in violation of section 10-1506 and appears in all other  
32 respects to conform to the requirements of this article, the commission shall  
33 file the application. The date of filing shall be the date on which the  
34 corporation is granted authority to transact business in this state.
- 35          D. ~~Within sixty days~~ After the commission has approved the filing, **THE**  
36 **COMMISSION SHALL POST** a copy of the application ~~shall be published. An~~  
37 ~~affidavit evidencing the publication may be filed within ninety days after~~  
38 ~~approval by the commission of the filing of the application~~ **ON THE**  
39 **COMMISSION'S WEBSITE.**
- 40          E. A foreign corporation authorized to transact business in this state  
41 is subject to section 10-1623.
- 42          Sec. 7. Section 10-3203, Arizona Revised Statutes, is amended to read:  
43          10-3203. Incorporation
- 44          A. Unless a delayed effective date is specified in the articles of  
45 incorporation, incorporation occurs and the corporate existence begins when

1 the articles of incorporation and certificate of disclosure are  
2 ELECTRONICALLY delivered to the commission for filing.

3 B. The commission's filing of the articles of incorporation and  
4 certificate of disclosure is conclusive proof that the incorporators  
5 satisfied all conditions precedent to incorporation except in a proceeding by  
6 the state to cancel or revoke the incorporation or involuntarily dissolve the  
7 corporation pursuant to chapter 37 of this title.

8 C. Subject to section 10-3124, if the commission determines that the  
9 requirements of chapters 24 through 42 of this title for filing have not been  
10 met, the articles of incorporation and certificate of disclosure shall not be  
11 filed and the corporate existence terminates at the time the commission  
12 completes the determination. If the corporate existence is terminated  
13 pursuant to this subsection, sections 10-11404, 10-11405 and 10-11406 apply.

14 D. ~~Within sixty days~~ After the commission has approved the filing, THE  
15 COMMISSION SHALL POST a copy of the articles of incorporation ~~shall be~~  
16 ~~published. An affidavit evidencing the publication may be filed with the~~  
17 ~~commission within ninety days after approval by the commission of the filing~~  
18 ~~of the articles of incorporation~~ ON THE COMMISSION'S WEBSITE.

19 Sec. 8. Section 10-3222, Arizona Revised Statutes, is amended to read:

20 10-3222. Articles of domestication

21 A corporation transferring its domicile into this state shall  
22 ELECTRONICALLY deliver to the commission for filing articles of domestication  
23 setting forth:

24 1. The name of the corporation, which shall satisfy the requirements  
25 of section 10-3401.

26 2. The state or other jurisdiction in which the corporation was  
27 originally incorporated and the date of the incorporation.

28 3. A statement that the official in charge of corporate filings in the  
29 jurisdiction in which the corporation was previously incorporated will be  
30 provided with a copy of the articles of domestication filed in this state.

31 4. All provisions required to be set forth in articles of  
32 incorporation of corporations formed in this state as provided in section  
33 10-3202.

34 5. Any provisions that are not inconsistent with the laws of this  
35 state and that may be set forth in articles of incorporation of corporations  
36 formed in this state.

37 6. A statement that the articles of domestication have been adopted in  
38 accordance with section 10-3221 and the dates of actions by THE members and  
39 board of directors constituting the adoption.

40 7. A statement that on transfer of domicile the corporation accepts  
41 and will be subject to the laws of this state.

42 8. If the jurisdiction in which the corporation was previously  
43 incorporated authorized the corporation to issue shares, a statement  
44 designating as membership interests any interests formerly designated as  
45 shares.

1           Sec. 9. Section 10-3224, Arizona Revised Statutes, is amended to read:  
2           10-3224. Recording and posting of articles of domestication  
3           ~~Within sixty days~~ After the commission has approved the filing of the  
4 articles of domestication, **THE COMMISSION SHALL POST** a copy of the articles  
5 of domestication ~~shall be published. An affidavit evidencing the publication~~  
6 ~~may be filed with the commission within ninety days after the approval by the~~  
7 ~~commission of the filing of the articles of domestication~~ **ON THE COMMISSION'S**  
8 **WEBSITE**. If other laws require the domesticated corporation to record its  
9 articles of incorporation, the domesticated corporation shall also record the  
10 articles of domestication.

11           Sec. 10. Section 10-11006, Arizona Revised Statutes, is amended to  
12 read:

13           10-11006. Articles of amendment

14           A. A corporation amending its articles of incorporation shall  
15 **ELECTRONICALLY** deliver to the commission for filing articles of amendment  
16 setting forth:

- 17           1. The name of the corporation.
- 18           2. The text of each amendment adopted.
- 19           3. The date of each amendment's adoption.
- 20           4. A statement that the amendment was duly adopted by act of the  
21 members or act of the board of directors and, if applicable, with the  
22 approval required pursuant to section 10-11030.

23           B. ~~Within sixty days~~ After the commission has approved the filing, **THE**  
24 **COMMISSION SHALL POST** a copy of the articles of amendment ~~shall be published.~~  
25 ~~An affidavit evidencing the publication may be filed with the commission~~  
26 ~~within ninety days after approval by the commission of the filing of the~~  
27 ~~articles of amendment~~ **ON THE COMMISSION'S WEBSITE**.

28           Sec. 11. Section 10-11007, Arizona Revised Statutes, is amended to  
29 read:

30           10-11007. Restated articles of incorporation

31           A. A corporation's board of directors may restate its articles of  
32 incorporation at any time with or without approval by the members or any  
33 other person.

34           B. The restatement may include one or more amendments to the articles  
35 of incorporation. If the restatement includes an amendment requiring  
36 approval by the members or any other person, it shall be adopted as provided  
37 in section 10-11003.

38           C. If the board of directors submits a restatement for member action,  
39 the corporation shall notify each member entitled to vote of the proposed  
40 membership meeting in writing in accordance with section 10-3705. The notice  
41 shall also state that the purpose or one of the purposes of the meeting is to  
42 consider the proposed restatement and shall contain or be accompanied by a  
43 copy or summary of the restatement that identifies any amendment or other  
44 change it would make in the articles.

1 D. If the board of directors submits a restatement for member action  
2 by written ballot or written consent, the material that solicits the approval  
3 shall contain or be accompanied by a copy or summary of the restatement that  
4 also identifies any amendment or other change it would make in the articles  
5 of incorporation.

6 E. A corporation restating its articles of incorporation shall  
7 ELECTRONICALLY deliver to the commission for filing articles of restatement  
8 setting forth the name of the corporation and the text of the restated  
9 articles of incorporation together with a certificate setting forth:

10 1. Whether the restatement contains an amendment to the articles  
11 requiring approval by any other person other than the board of directors and,  
12 if it does not, that the board of directors adopted the restatement.

13 2. If the restatement contains an amendment to the articles requiring  
14 approval by the members, a statement that such approval was obtained.

15 3. If the restatement contains an amendment to the articles requiring  
16 approval by a person whose approval is required pursuant to section 10-11030,  
17 a statement that such approval was obtained.

18 F. Duly adopted restated articles of incorporation supersede the  
19 original articles of incorporation and all amendments to them.

20 G. The commission may certify restated articles of incorporation, as  
21 the articles of incorporation currently in effect, without including the  
22 certificate information required by subsection E of this section.

23 H. ~~Within sixty days~~ After the commission has approved the filing, THE  
24 COMMISSION SHALL POST a copy of the articles of restatement ~~shall be~~  
25 ~~published. An affidavit evidencing the publication may be filed with the~~  
26 ~~commission within ninety days after approval by the commission of the filing~~  
27 ~~of the articles of restatement~~ ON THE COMMISSION'S WEBSITE.

28 Sec. 12. Section 10-11008, Arizona Revised Statutes, is amended to  
29 read:

30 10-11008. Amendment pursuant to reorganization

31 A. A corporation's articles may be amended pursuant to this section  
32 without action by the board of directors or members or approval required  
33 pursuant to section 10-11030 to carry out a plan of reorganization ordered or  
34 decreed by a court of competent jurisdiction under a federal statute or a  
35 statute of this state if the articles of incorporation after amendment  
36 contain only provisions required or permitted by section 10-3202.

37 B. Before the date of entry of a final decree in the reorganization  
38 proceeding, the individual or individuals designated by the court plan shall  
39 ELECTRONICALLY deliver to the commission articles of amendment setting forth  
40 all of the following:

41 1. The name of the corporation.

42 2. The text of each amendment contained in the plan of reorganization.

43 3. The date of the court's order or decree confirming the plan of  
44 reorganization containing the articles of amendment.

1           4. The title of the reorganization proceeding in which the order or  
2 decree was entered.

3           5. A statement that the court had jurisdiction of the proceeding under  
4 federal or state statute.

5           C. This section does not apply after entry of a final decree in the  
6 reorganization proceeding even though the court retains jurisdiction of the  
7 proceeding for limited purposes unrelated to consummation of the  
8 reorganization plan.

9           D. ~~Within sixty days~~ After the commission has approved the filing, **THE**  
10 **COMMISSION SHALL POST** a copy of the articles of amendment ~~shall be published.~~  
11 ~~An affidavit evidencing the publication may be filed with the commission~~  
12 ~~within ninety days after approval by the commission of the filing of the~~  
13 ~~articles of amendment~~ **ON THE COMMISSION'S WEBSITE.**

14           Sec. 13. Section 29-633, Arizona Revised Statutes, is amended to read:  
15           29-633. Amendment of articles of organization; restatement;  
16 posting

17           A. The articles of organization of a limited liability company are  
18 amended by **ELECTRONICALLY** filing with the commission the articles of  
19 amendment, signed on behalf of the limited liability company by a manager if  
20 management of the limited liability company is vested in one or more managers  
21 or by a member if management of the limited liability company is reserved to  
22 the members. The articles of amendment shall set forth:

23           1. The name of the limited liability company.

24           2. The text of the amendment to the articles of organization.

25           B. A limited liability company shall amend its articles of  
26 organization if there is a statement in the articles of organization that was  
27 false or erroneous when it was made or within thirty days after the  
28 occurrence of any of the following events:

29           1. Any arrangements or facts have changed making the articles of  
30 organization inaccurate in any respect other than those changes required to  
31 be set forth in a statement delivered to the commission pursuant to section  
32 29-605.

33           2. Management of the limited liability company is reserved to the  
34 members and there is a change in the persons who are members.

35           3. Management of the limited liability company is vested in a manager  
36 or managers and there is a change in the persons who are managers or in the  
37 members who own a twenty per cent or greater interest in the capital or  
38 profits interest of the limited liability company.

39           C. A limited liability company may amend its articles of organization  
40 if its articles of organization as amended contain only provisions that may  
41 be lawfully contained in the articles of organization at the time of making  
42 the amendment. In particular and without limitation on the general power of  
43 amendment, a limited liability company may amend its articles of organization  
44 to:

- 1           1. Change the name of the limited liability company.  
2           2. Change, enlarge or diminish the purposes of the limited liability  
3 company.  
4           3. If management is reserved to the members of a limited liability  
5 company, vest management of the limited liability company in one or more  
6 managers.  
7           4. If management is vested in one or more managers, vest management of  
8 the limited liability company in the members.  
9           D. A limited liability company may restate its articles of  
10 organization. Restated articles of organization shall be executed and filed  
11 in the same manner as articles of amendment. Restated articles of  
12 organization shall be specifically designated as such in the heading and  
13 shall state either in the heading or in an introductory paragraph the limited  
14 liability company's present name and, if it has been changed, all of its  
15 former names.  
16           E. A limited liability company that has not amended its articles of  
17 organization as required by this section may not maintain an action upon or  
18 on account of a contract or transaction made in the name of the limited  
19 liability company in any court of this state until it has first amended its  
20 articles of organization as required by this section. No person has any  
21 liability because an amendment to articles of organization has not been filed  
22 to reflect the occurrence of any event prescribed by subsection B of this  
23 section if the amendment is filed within the thirty-day period specified in  
24 subsection B of this section.  
25           F. ~~Within sixty days~~ After the commission has approved the filing of  
26 the articles of amendment or restated articles of organization, ~~there shall~~  
27 ~~be published in a newspaper of general circulation in the county of the known~~  
28 ~~place of business for three consecutive publications a copy of~~ THE COMMISSION  
29 SHALL POST the articles of amendment or restated articles of  
30 organization. ~~An affidavit evidencing publication shall be filed within~~  
31 ~~ninety days after approval by the commission of the filing of the amendment~~  
32 ~~of the articles of organization. Publication is not required if amendments~~  
33 ~~to the articles of organization are made solely in relation to changes in~~  
34 ~~managers or members of the limited liability company or changes made pursuant~~  
35 ~~to section 29-605 ON THE COMMISSION'S WEBSITE.~~  
36           Sec. 14. Section 29-635, Arizona Revised Statutes, is amended to read:  
37           29-635. Formation of limited liability company  
38           A. Except as provided in section 29-634, subsection D, a limited  
39 liability company is formed when the articles of organization are  
40 ELECTRONICALLY delivered to the commission for filing, even if the commission  
41 is unable to make the determination required for filing by section 29-634,  
42 subsection A at the time of delivery. If the articles of organization, as  
43 delivered to the commission, do not conform to the filing provisions of this  
44 chapter and are not brought into conformance within the time period

1 prescribed by section 29-634, subsection C, paragraph 2, the existence of the  
2 limited liability company terminates at the end of the time period.

3 B. A copy of the articles of organization that is filed with the  
4 commission and that is stamped "filed" and marked with the filing date is  
5 conclusive evidence that all conditions precedent required to be performed by  
6 the organizers have been complied with and that the limited liability company  
7 has been legally organized and formed under this chapter. A limited  
8 liability company continues perpetually unless otherwise provided in its  
9 articles of organization or operating agreement or until the limited  
10 liability company is dissolved and terminated in accordance with this  
11 chapter.

12 C. ~~Within sixty days~~ After the commission has approved the filing,  
13 ~~there shall be published in a newspaper of general circulation in the county~~  
14 ~~of the known place of business, for three consecutive publications, a notice~~  
15 ~~of the filing of such~~ THE COMMISSION SHALL POST THE articles of organization  
16 consisting of the information required in section 29-632, subsection A,  
17 paragraphs 1, 2, 3, 5 and 6. ~~An affidavit evidencing publication may be~~  
18 ~~filed within ninety days after approval by the commission of the filing of~~  
19 ~~the articles of organization~~ ON THE COMMISSION'S WEBSITE.

20 Sec. 15. Section 29-754, Arizona Revised Statutes, is amended to read:

21 29-754. Articles of merger or consolidation

22 A. A business entity that survives or results from a merger or  
23 consolidation pursuant to this article shall file articles of merger or  
24 consolidation with the commission. The articles of merger or consolidation  
25 shall:

26 1. Include the plan of merger or consolidation or state that the plan  
27 of merger or consolidation is on file at a place of business of the surviving  
28 or resulting business entity, including the address of the place of business,  
29 and that the surviving or resulting business entity will provide a copy of  
30 the plan of merger or consolidation on request and without cost to any person  
31 who holds an interest in a business entity that is a party to the merger or  
32 consolidation.

33 2. State that each business entity that is a party to the merger or  
34 consolidation approved a plan of merger or consolidation in the manner  
35 provided by law.

36 3. State the future effective date of the merger or consolidation if  
37 it is not effective on the filing of the articles of merger or consolidation.

38 4. If the surviving or resulting business entity is not a business  
39 entity organized under the laws of this state, state both of the following:

40 (a) The surviving or resulting business entity agrees that it may be  
41 served with process in this state in an action, suit or proceeding for the  
42 enforcement of any obligation of any business entity that was organized under  
43 the laws of this state and that is a party to the merger or consolidation and  
44 for the enforcement of any obligation of the surviving or resulting business  
45 entity arising from the merger or consolidation.

1 (b) It irrevocably appoints the commission as its agent to accept  
2 service of process in the action, suit or proceeding described in subdivision  
3 (a), including the address to which the commission shall mail a copy of the  
4 process.

5 5. Include any amendments to the articles of organization of the  
6 surviving limited liability company if the surviving or resulting business  
7 entity is a limited liability company.

8 B. The articles of merger or consolidation shall be duly executed as  
9 follows:

10 1. In the case of a domestic limited liability company, by the member  
11 or manager designated in the plan of merger or consolidation.

12 2. In the case of a business entity other than a domestic limited  
13 liability company, in the manner provided by law.

14 C. Articles of merger or consolidation shall serve as articles of  
15 termination for a limited liability company that is not the surviving or  
16 resulting business entity in the merger or consolidation.

17 D. If the articles of merger include amendments to the articles of  
18 organization, the document shall be ~~published~~ ELECTRONICALLY DELIVERED TO THE  
19 COMMISSION AND POSTED ON THE COMMISSION'S WEBSITE as provided in section  
20 29-633. The document required to be filed and ~~published~~ POSTED shall be  
21 styled "articles of amendment and merger".

22 Sec. 16. Section 29-1103, Arizona Revised Statutes, is amended to  
23 read:

24 29-1103. Posting and annual reports

25 A. ~~Within sixty days~~ After the ELECTRONIC filing with the secretary of  
26 state of a statement of qualification, ~~there shall be published in a~~  
27 ~~newspaper of general circulation in the county of the limited liability~~  
28 ~~partnership's chief executive office, or if the limited liability~~  
29 ~~partnership's chief executive office is not located in this state, in the~~  
30 ~~county of the limited liability partnership's office in this state, or if~~  
31 ~~none, the county of the limited liability company's statutory agent, for~~  
32 ~~three consecutive publications, THE SECRETARY OF STATE SHALL POST~~ a copy of  
33 the statement of qualification. ~~An affidavit evidencing publication shall be~~  
34 ~~filed with the secretary of state within ninety days after the filing of the~~  
35 ~~statement of qualification ON THE SECRETARY OF STATE'S WEBSITE.~~

36 B. A limited liability partnership and a foreign limited liability  
37 partnership authorized to transact business in this state shall file an  
38 annual report with the office of the secretary of state that sets forth all  
39 of the following:

40 1. The name of the limited liability partnership and the state or  
41 country under whose laws the foreign limited liability partnership is formed  
42 or created.

43 2. The current street address of the office required to be set forth  
44 in section 29-1101, subsection C, paragraph 2.

1           3. The name and street address of its agent for service of process in  
2 this state.

3           C. An annual report must be filed between January 1 and April 30 of  
4 each year following the calendar year in which a partnership or limited  
5 partnership files a statement of qualification or a foreign partnership  
6 becomes authorized to transact business in this state.

7           D. The secretary of state may administratively revoke the statement of  
8 qualification of a partnership or limited partnership if the secretary of  
9 state determines that the statement of qualification does not conform to the  
10 filing provisions of this article or if the limited liability partnership  
11 fails to ~~file an affidavit of publication within the time required by~~  
12 ~~subsection A of this section or~~ file an annual report when due or to pay the  
13 required filing fee. The secretary of state must provide the limited  
14 liability partnership at least sixty days' written notice of the intent to  
15 revoke the statement. The notice shall be mailed to the limited liability  
16 partnership at its office set forth in the last filed statement of  
17 qualification or annual report. The notice must specify the nonconformance,  
18 ~~the affidavit of publication that has not been filed,~~ the annual reports that  
19 have not been filed, or the fees that have not been paid, and the future  
20 effective date of revocation. The revocation will not be effective if the  
21 specified filing requirements, ~~affidavit of publication~~ or annual reports are  
22 filed and the specified fees are paid prior to the specified effective date  
23 of revocation.

24           E. A revocation under subsection D of this section only affects a  
25 partnership's or limited partnership's status as a limited liability  
26 partnership and does not constitute an event of dissolution of the  
27 partnership or limited partnership.

28           F. A partnership or limited partnership whose statement has been  
29 administratively revoked may apply to the secretary of state for  
30 reinstatement within two years after the effective date of the revocation.  
31 The application shall recite the name of the partnership or limited  
32 partnership and the effective date of the revocation and state that the  
33 grounds for revocation either did not exist or have been corrected. If  
34 another corporation or partnership has adopted the name of the limited  
35 liability partnership or another person has adopted the name of the limited  
36 liability partnership as a trade name, the application shall be accompanied  
37 by an amendment to the statement of foreign qualification that is in  
38 accordance with section 29-1105 and that adopts a new name for the limited  
39 liability partnership that complies with section 29-1102.

40           G. A reinstatement under subsection F of this section relates back to  
41 and takes effect as of the effective date of the administrative revocation,  
42 and the partnership's or limited partnership's status as a limited liability  
43 partnership continues as if the administrative revocation never occurred.

1           H. An amendment to the statement of qualification shall be filed by a  
2 limited liability partnership or foreign limited liability partnership not  
3 later than sixty days after the occurrence of any of the following:  
4           1. A change in the name of the limited liability partnership.  
5           2. A change in the address of the chief executive office of the  
6 partnership.  
7           3. The partnership or limited partnership has knowledge that a  
8 material statement in the statement of qualification was false or inaccurate  
9 when made or that any facts described therein have changed, making the  
10 statement of qualification inaccurate in any material respect.  
11          I. An amendment to the statement of qualification may be filed for any  
12 other proper purpose. The filing of a statement of cancellation by or on  
13 behalf of a partnership or limited partnership pursuant to this section shall  
14 be effective only to cancel the partnership's or limited partnership's  
15 qualification as a limited liability partnership and, unless it specifically  
16 so provides, shall not indicate the dissolution of the partnership or limited  
17 partnership. Upon any revocation or the filing of any statement of  
18 cancellation, the secretary of state shall be the agent for service of  
19 process in any action, suit or proceeding based upon any cause of action  
20 arising during the time the limited liability partnership was qualified under  
21 section 29-1101 or the foreign limited liability partnership was authorized  
22 to transact business in this state.