

State of Arizona
Senate
Fiftieth Legislature
First Regular Session
2011

SENATE BILL 1399

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 OR OTHERWISE delivered to the commission for filing, PURSUANT
9 TO SECTION 10-120.

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

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

21 D. ~~Within sixty days~~ After the commission approves the filing, THE
22 COMMISSION SHALL POST a copy of the articles of incorporation ~~shall be~~
23 ~~published. An affidavit evidencing the publication may be filed with the~~
24 ~~commission~~ 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 OR OTHERWISE deliver to the commission for filing, PURSUANT TO
29 SECTION 10-120, articles of domestication 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 approves 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~~ **ON THE COMMISSION'S WEBSITE**. If other laws
9 require the domesticated corporation to record its articles of incorporation,
10 the domesticated corporation shall also record the articles of domestication.

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

12 10-1007. Restated articles of incorporation

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

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

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

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

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

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

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

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

39 G. ~~Within sixty days~~ After the commission approves the filing, **THE**
40 **COMMISSION SHALL POST** a copy of the articles of restatement ~~shall be~~
41 ~~published. An affidavit evidencing the publication may be filed with the~~
42 ~~commission~~ **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 OR OTHERWISE deliver to the commission for filing, PURSUANT TO
12 SECTION 10-120, articles of amendment 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 approves the filing, THE
29 COMMISSION SHALL POST a copy of the articles of amendment ~~shall be~~
30 ~~published. An affidavit evidencing the publication may be filed with the~~
31 ~~commission~~ ON THE COMMISSION'S WEBSITE.

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

34 A. A foreign corporation may apply for authority to transact business
35 in this state by ELECTRONICALLY OR OTHERWISE delivering an application and a
36 certificate of disclosure to the commission for filing, PURSUANT TO SECTION
37 10-120. The certificate of disclosure shall contain the information set
38 forth in section 10-202, subsection D and is subject to the requirements of
39 section 10-202, subsection F. The application shall be executed by the
40 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 deliver the application and the
23 certificate of disclosure to the commission, together with a copy of its
24 articles of incorporation, any amendments to the articles of incorporation
25 and a certificate of existence or a document of similar import duly
26 authenticated by the secretary of state or other official having custody of
27 corporate records in the state or country under whose law it is incorporated,
28 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 approves the filing, **THE**
36 **COMMISSION SHALL POST** a copy of the application ~~shall be published. An~~
37 ~~affidavit evidencing the publication may be filed with the commission~~ **ON THE**
38 **COMMISSION'S WEBSITE.**

39 E. A foreign corporation authorized to transact business in this state
40 is subject to section 10-1623.

41 Sec. 7. Section 10-3203, Arizona Revised Statutes, is amended to read:

42 10-3203. Incorporation

43 A. Unless a delayed effective date is specified in the articles of
44 incorporation, incorporation occurs and the corporate existence begins when
45 the articles of incorporation and certificate of disclosure are

1 ELECTRONICALLY OR OTHERWISE delivered to the commission for filing, PURSUANT
2 TO SECTION 10-3120.

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 approves 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~~ ON THE COMMISSION'S WEBSITE.

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

20 A corporation transferring its domicile into this state shall
21 ELECTRONICALLY OR OTHERWISE deliver to the commission for filing, PURSUANT TO
22 SECTION 10-3120, articles of domestication setting forth:

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

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

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

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

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

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

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

41 8. If the jurisdiction in which the corporation was previously
42 incorporated authorized the corporation to issue shares, a statement
43 designating as membership interests any interests formerly designated as
44 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 approves 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~~ **ON THE COMMISSION'S WEBSITE**. If other laws
7 require the domesticated corporation to record its articles of incorporation,
8 the domesticated corporation shall also record the articles of domestication.

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

11 10-11006. Articles of amendment

12 A. A corporation amending its articles of incorporation shall
13 **ELECTRONICALLY OR OTHERWISE** deliver to the commission for filing, **PURSUANT TO**
14 **SECTION 10-3120**, articles of amendment setting forth:

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

21 B. ~~Within sixty days~~ After the commission approves the filing, **THE**
22 **COMMISSION SHALL POST** a copy of the articles of amendment ~~shall be~~
23 ~~published. An affidavit evidencing the publication may be filed with the~~
24 ~~commission~~ **ON THE COMMISSION'S WEBSITE**.

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

27 10-11007. Restated articles of incorporation

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

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

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

42 D. If the board of directors submits a restatement for member action
43 by written ballot or written consent, the material that solicits the approval
44 shall contain or be accompanied by a copy or summary of the restatement that

1 also identifies any amendment or other change it would make in the articles
2 of incorporation.

3 E. A corporation restating its articles of incorporation shall
4 ELECTRONICALLY OR OTHERWISE deliver to the commission for filing, PURSUANT TO
5 SECTION 10-3120, articles of restatement setting forth the name of the
6 corporation and the text of the restated articles of incorporation together
7 with a certificate setting forth:

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

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

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

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

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

21 H. ~~Within sixty days~~ After the commission approves the filing, THE
22 COMMISSION SHALL POST a copy of the articles of restatement ~~shall be~~
23 ~~published. An affidavit evidencing the publication may be filed with the~~
24 ~~commission~~ ON THE COMMISSION'S WEBSITE.

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

27 10-11008. Amendment pursuant to reorganization

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

34 B. Before the date of entry of a final decree in the reorganization
35 proceeding, the individual or individuals designated by the court plan shall
36 ELECTRONICALLY OR OTHERWISE deliver to the commission FOR FILING, PURSUANT TO
37 SECTION 10-3120, articles of amendment setting forth all of the following:

38 1. The name of the corporation.

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

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

42 4. The title of the reorganization proceeding in which the order or
43 decree was entered.

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

1 C. This section does not apply after entry of a final decree in the
2 reorganization proceeding even though the court retains jurisdiction of the
3 proceeding for limited purposes unrelated to consummation of the
4 reorganization plan.

5 D. ~~Within sixty days~~ After the commission approves the filing, THE
6 COMMISSION SHALL POST a copy of the articles of amendment ~~shall be published.~~
7 ~~An affidavit evidencing the publication may be filed with the commission ON~~
8 THE COMMISSION'S WEBSITE.

9 Sec. 13. Section 29-633, Arizona Revised Statutes, is amended to read:

10 29-633. Amendment of articles of organization; restatement;
11 posting

12 A. The articles of organization of a limited liability company are
13 amended by ELECTRONICALLY OR OTHERWISE DELIVERING FOR filing with the
14 commission, PURSUANT TO SECTION 29-634, the articles of amendment, signed on
15 behalf of the limited liability company by a manager if management of the
16 limited liability company is vested in one or more managers or by a member if
17 management of the limited liability company is reserved to the members. The
18 articles of amendment shall set forth:

19 1. The name of the limited liability company.

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

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

25 1. Any arrangements or facts have changed making the articles of
26 organization inaccurate in any respect other than those changes required to
27 be set forth in a statement delivered to the commission pursuant to section
28 29-605.

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

31 3. Management of the limited liability company is vested in a manager
32 or managers and there is a change in the persons who are managers or in the
33 members who own a twenty per cent or greater interest in the capital or
34 profits interest of the limited liability company.

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

41 1. Change the name of the limited liability company.

42 2. Change, enlarge or diminish the purposes of the limited liability
43 company.

1 3. If management is reserved to the members of a limited liability
2 company, vest management of the limited liability company in one or more
3 managers.

4 4. If management is vested in one or more managers, vest management of
5 the limited liability company in the members.

6 D. A limited liability company may restate its articles of
7 organization. Restated articles of organization shall be executed and filed
8 in the same manner as articles of amendment. Restated articles of
9 organization shall be specifically designated as such in the heading and
10 shall state either in the heading or in an introductory paragraph the limited
11 liability company's present name and, if it has been changed, all of its
12 former names.

13 E. A limited liability company that has not amended its articles of
14 organization as required by this section may not maintain an action upon or
15 on account of a contract or transaction made in the name of the limited
16 liability company in any court of this state until it has first amended its
17 articles of organization as required by this section. No person has any
18 liability because an amendment to articles of organization has not been filed
19 to reflect the occurrence of any event prescribed by subsection B of this
20 section if the amendment is filed within the thirty-day period specified in
21 subsection B of this section.

22 F. ~~Within sixty days~~ After the commission approves the filing, ~~a copy~~
23 ~~of THE COMMISSION SHALL POST~~ the articles of amendment or restated articles
24 of organization ~~shall be published in a newspaper of general circulation in~~
25 ~~the county of the known place of business for three consecutive publications.~~
26 ~~An affidavit evidencing publication may be filed with the commission ON THE~~
27 ~~COMMISSION'S WEBSITE. Publication POSTING~~ is not required if amendments to
28 the articles of organization or restated articles of organization only change
29 any of the following:

- 30 1. The name or address of members or managers.
- 31 2. The known place of business address.
- 32 3. The name or address of the statutory agent.

33 Sec. 14. Section 29-635, Arizona Revised Statutes, is amended to read:
34 29-635. Formation of limited liability company

35 A. Except as provided in section 29-634, subsection D, a limited
36 liability company is formed when the articles of organization are
37 ~~ELECTRONICALLY OR OTHERWISE~~ delivered to the commission for filing, ~~PURSUANT~~
38 ~~TO SECTION 29-634~~, even if the commission is unable to make the determination
39 required for filing by section 29-634, subsection A at the time of
40 delivery. If the articles of organization, as delivered to the commission,
41 do not conform to the filing provisions of this chapter and are not brought
42 into conformance within the time period prescribed by section 29-634,
43 subsection C, paragraph 2, the existence of the limited liability company
44 terminates at the end of the time period.

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

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

17 Sec. 15. Section 29-754, Arizona Revised Statutes, is amended to read:
18 29-754. Articles of merger or consolidation

19 A. A business entity that survives or results from a merger or
20 consolidation pursuant to this article shall ~~file~~ ELECTRONICALLY OR OTHERWISE
21 DELIVER TO THE COMMISSION FOR FILING, PURSUANT TO SECTION 29-634, articles of
22 merger or consolidation ~~with the commission~~. The articles of merger or
23 consolidation shall:

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

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

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

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

38 (a) The surviving or resulting business entity agrees that it may be
39 served with process in this state in an action, suit or proceeding for the
40 enforcement of any obligation of any business entity that was organized under
41 the laws of this state and that is a party to the merger or consolidation and
42 for the enforcement of any obligation of the surviving or resulting business
43 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~~ POSTED ON THE COMMISSION'S
19 WEBSITE as provided in section 29-633. The document required to be filed and
20 ~~published~~ POSTED shall be styled "articles of amendment and merger".

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

23 29-1103. Posting and annual reports; late filing penalty

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

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

37 1. The name of the limited liability partnership and the state or
38 country under whose laws the foreign limited liability partnership is formed
39 or created.

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

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

1 C. An annual report must be filed between January 1 and April 30 of
2 each year following the calendar year in which a partnership or limited
3 partnership files a statement of qualification to become a limited liability
4 partnership or a foreign partnership becomes authorized to transact business
5 in this state. If a limited liability partnership is delinquent in filing
6 its annual report, the secretary of state may assess a late filing penalty
7 when the limited liability partnership submits its annual report.

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

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

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

41 G. A reinstatement under subsection F of this section relates back to
42 and takes effect as of the effective date of the administrative revocation,
43 and the partnership's or limited partnership's status as a limited liability
44 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. On 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 on 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.

23 Sec. 17. Effective date

24 Sections 10-203, 10-222, 10-224, 10-1007, 10-1008, 10-1503, 10-3203,
25 10-3222, 10-3224, 10-11006, 10-11007, 10-11008, 29-633, 29-635, 29-754 and
26 29-1103, Arizona Revised Statutes, as amended by this act, are effective from
27 and after December 31, 2011.