

# Senate Amendment 5143

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1 1 Amend Senate File 2374, as amended, passed, and  
1 2 reprinted by the Senate, as follows:  
1 3 #1. Page 1, by inserting before line 1 the  
1 4 following:  
1 5 <DIVISION \_\_\_\_  
1 6 LIMITED PARTNERSHIPS  
1 7 Section 1. Section 488.108, subsection 4,  
1 8 paragraph b, Code Supplement 2005, is amended by  
1 9 striking the paragraph and inserting in lieu thereof  
1 10 the following:  
1 11 b. A name reserved, registered, or protected as  
1 12 follows:  
1 13 (1) For a limited liability partnership, section  
1 14 486A.1001 or 486A.1002.  
1 15 (2) For a limited partnership, this section,  
1 16 section 488.109, or section 488.810.  
1 17 (3) For a business corporation, section 490.401,  
1 18 490.402, 490.403, or 490.1422.  
1 19 (4) For a limited liability company, section  
1 20 490A.401, 490A.402, or 490A.1313.  
1 21 (5) For a nonprofit corporation, section 504.401,  
1 22 504.402, 504.403, or 504.1423.  
1 23 Sec. 2. Section 488.810, subsection 1, unnumbered  
1 24 paragraph 1, Code 2005, is amended to read as follows:  
1 25 A limited partnership that has been  
1 26 administratively dissolved may apply to the secretary  
1 27 of state for reinstatement ~~within two years at any~~  
1 28 ~~time~~ after the effective date of dissolution. The  
1 29 application must be delivered to the secretary of  
1 30 state for filing and state all of the following:  
1 31 Sec. 3. Section 488.810, subsection 1, paragraph  
1 32 c, Code 2005, is amended to read as follows:  
1 33 c. ~~That if the application is received more than~~  
1 34 ~~five years after the effective date of the~~  
1 35 ~~dissolution, that the limited partnership's name~~  
1 36 satisfies the requirements of section 488.108.  
1 37 Sec. 4. Section 488.810, subsection 2, Code 2005,  
1 38 is amended to read as follows:  
1 39 2. If the secretary of state determines that an  
1 40 application contains the information required by  
1 41 subsection 2 and that the information is correct, the  
1 42 secretary of state shall prepare a declaration of  
1 43 reinstatement that states this determination, sign,  
1 44 and file the ~~original of the~~ declaration of  
1 45 reinstatement, and ~~serve deliver a copy to the limited~~  
1 46 ~~partnership with a copy.~~  
1 47 Sec. 5. Section 488.810, Code 2005, is amended by  
1 48 adding the following new subsection:  
1 49 NEW SUBSECTION. 4. A limited partnership shall  
1 50 not relinquish the right to retain its name if the  
2 1 reinstatement is effective within five years of the  
2 2 effective date of the limited partnership's  
2 3 dissolution.>  
2 4 #2. Page 1, lines 13 and 14, by striking the word  
2 5 and figure <or 490A.402> and inserting the following:  
2 6 <, 490A.402, or 490A.1313>.  
2 7 #3. Page 1, by striking lines 17 through 25.  
2 8 #4. Page 1, by inserting before line 26 the  
2 9 following:  
2 10 <Sec. \_\_\_\_\_. Section 490.502, subsection 3, Code  
2 11 2005, is amended to read as follows:  
2 12 3. If a registered agent changes the registered  
2 13 agent's business address to another place, the  
2 14 registered agent may change the business address and  
2 15 the address of the registered agent by filing a  
2 16 statement as required in subsection 2 for each  
2 17 corporation, or a single statement for all  
2 18 corporations named in the notice, except that it need  
2 19 be signed only by the registered agent ~~or agents~~ and  
2 20 need not be responsive to subsection 1, paragraph "c",  
2 21 and must recite that a copy of the statement has been  
2 22 mailed to each corporation named in the notice.>  
2 23 #5. By striking page 1, line 33, through page 2,  
2 24 line 12.

2 25 #6. Page 2, by inserting before line 13 the  
2 26 following:  
2 27 <Sec. \_\_\_\_\_. Section 490.1422, subsection 1,  
2 28 unnumbered paragraph 1, Code 2005, is amended to read  
2 29 as follows:

2 30 A corporation administratively dissolved under  
2 31 section 490.1421 may apply to the secretary of state  
2 32 for reinstatement ~~within two years at any time after~~  
2 33 the effective date of dissolution. The application  
2 34 must meet all of the following requirements:>

2 35 #7. Page 2, by inserting after line 18 the  
2 36 following:

2 37 <Sec. \_\_\_\_\_. Section 490.1422, subsection 2,  
2 38 paragraph b, Code 2005, is amended to read as follows:

2 39 b. (1) If the secretary of state determines that  
2 40 the application contains the information required by  
2 41 subsection 1, and that a delinquency or liability  
2 42 reported pursuant to paragraph "a" ~~of this subsection~~  
2 43 has been satisfied, and that the information is  
2 44 correct, the secretary of state shall cancel the  
2 45 certificate of dissolution and prepare a certificate  
2 46 of reinstatement that recites the secretary of state's  
2 47 determination and the effective date of reinstatement,  
2 48 file the ~~original of the~~ certificate of reinstatement,  
2 49 and ~~serve deliver~~ a copy ~~on to~~ the corporation under  
2 50 section 490.504.

3 1 (2) If the corporate name in subsection 1,  
3 2 paragraph "c", is different than the corporate name in  
3 3 subsection 1, paragraph "a", the certificate of  
3 4 reinstatement shall constitute an amendment to the  
3 5 articles of incorporation insofar as it pertains to  
3 6 the corporate name. A corporation shall not  
3 7 relinquish the right to retain its corporate name if  
3 8 the reinstatement is effective within five years of  
3 9 the effective date of the corporation's dissolution.

3 10 Sec. \_\_\_\_\_. Section 490.1422, subsection 4, Code  
3 11 2005, is amended by striking the subsection.>

3 12 #8. Page 2, by inserting after line 22 the  
3 13 following:

3 14 <Sec. \_\_\_\_\_. Section 490.1701, subsection 3,  
3 15 paragraph a, Code Supplement 2005, is amended to read  
3 16 as follows:

3 17 a. The corporation shall amend or restate its  
3 18 articles of incorporation to indicate that the  
3 19 corporation adopts this chapter and to designate the  
3 20 address of its initial registered office and the name  
3 21 of its registered agent ~~or agents~~ at that office and,  
3 22 if the name of the corporation is not in compliance  
3 23 with the requirements of this chapter, to change the  
3 24 name of the corporation to one complying with the  
3 25 requirements of this chapter.>

3 26 #9. Page 2, by inserting after line 31 the  
3 27 following:

3 28 <Sec. \_\_\_\_\_. Section 490A.121, subsections 2 and 3,  
3 29 Code 2005, are amended to read as follows:

3 30 2. The secretary of state files a document by  
3 31 ~~stamping or otherwise endorsing recording it as~~  
3 32 ~~"filed", together with the secretary of state's name~~  
3 33 ~~and official title and acknowledging the date and time~~  
3 34 ~~of its receipt, on both the document and the receipt~~  
3 35 ~~for the filing fee, and recording the document in the~~  
3 36 ~~records of the secretary of state. After filing a~~  
3 37 ~~document, and except as provided in section 490A.503,~~  
3 38 ~~the secretary of state shall deliver a copy of the~~  
3 39 ~~filed document, with the filing fee receipt, or an~~  
3 40 ~~acknowledgment of receipt if no fee is required,~~  
3 41 ~~attached, the date and time of filing to the domestic~~  
3 42 ~~or foreign limited liability company or its~~  
3 43 ~~representative.~~

3 44 3. If the secretary of state refuses to file a  
3 45 document, the secretary of state shall return it to  
3 46 the domestic or foreign limited liability company or  
3 47 its representative ~~within ten days after the document~~  
3 48 ~~was received by the secretary of state, together with~~  
3 49 ~~a brief, written explanation of the reason for the~~  
3 50 ~~refusal.~~

4 1 Sec. \_\_\_\_\_. Section 490A.124, subsection 1,  
4 2 paragraphs e and f, Code 2005, are amended to read as  
4 3 follows:

4 4 e. Application for registered name per month or  
4 5 part thereof ..... \$

No fee

4 6  
4 7 f. Application for renewal of registered name  
4 8 ..... \$

20  
No fee

4 10 Sec. \_\_\_\_\_. Section 490A.131, subsection 1,  
4 11 paragraph b, Code Supplement 2005, is amended to read  
4 12 as follows:

4 13 b. The street ~~and mailing~~ address of its  
4 14 ~~designated registered~~ office and the name and street  
4 15 ~~and mailing~~ address of its registered agent for  
4 16 ~~service of process in this state.~~>

4 17 #10. Page 3, by inserting after line 5 the  
4 18 following:

4 19 <Sec. \_\_\_\_\_. Section 490A.131, subsection 5, Code  
4 20 Supplement 2005, is amended by striking the  
4 21 subsection.>

4 22 #11. Page 4, by inserting after line 10 the  
4 23 following:

4 24 <Sec. \_\_\_\_\_. Section 490A.401, subsection 3,  
4 25 paragraph b, Code 2005, is amended by striking the  
4 26 paragraph and inserting in lieu thereof the following:

4 27 b. A name reserved, registered, or protected as  
4 28 follows:

4 29 (1) For a limited liability partnership, section  
4 30 486A.1001 or 486A.1002.

4 31 (2) For a limited partnership, section 488.108,  
4 32 488.109, or 488.810.

4 33 (3) For a business corporation, section 490.401,  
4 34 490.402, 490.403, or 490.1422.

4 35 (4) For a limited liability company, this section  
4 36 or section 490A.402 or 490A.1313.

4 37 (5) For a nonprofit corporation, section 504.401,  
4 38 504.402, 504.403, or 504.1423.

4 39 Sec. \_\_\_\_\_. Section 490A.401, subsection 6, Code  
4 40 2005, is amended to read as follows:

4 41 6. This chapter does not control the use of  
4 42 fictitious names; however, if a limited liability  
4 43 company uses a fictitious name in this state it shall  
4 44 deliver to the secretary of state for filing a  
4 45 certified copy of the resolution ~~of the limited~~  
4 46 ~~liability company filed and executed according to~~  
4 47 ~~section 490A.120~~ adopting the fictitious name.

4 48 Sec. \_\_\_\_\_. Section 490A.1301, Code 2005, is amended  
4 49 by adding the following new subsection:

4 50 NEW SUBSECTION. 4. The administrative dissolution  
5 1 of the limited liability company under section  
5 2 490A.1312.

5 3 Sec. \_\_\_\_\_. NEW SECTION. 490A.1308 REVOCATION OF  
5 4 DISSOLUTION.

5 5 1. A limited liability company may revoke its  
5 6 dissolution within one hundred twenty days of the  
5 7 effective date of its articles of dissolution.

5 8 2. Revocation of dissolution must be authorized in  
5 9 the same manner as the dissolution was authorized  
5 10 unless that authorization permitted revocation by  
5 11 action of the managers of the limited liability  
5 12 company alone, in which event the managers may revoke  
5 13 the dissolution without member action.

5 14 3. After the revocation of dissolution is  
5 15 authorized, the limited liability company may revoke  
5 16 the dissolution by delivering to the secretary of  
5 17 state for filing articles of revocation of  
5 18 dissolution, together with a copy of its articles of  
5 19 dissolution, that set forth all of the following:

5 20 a. The name of the limited liability company.

5 21 b. The effective date of the dissolution that was  
5 22 revoked.

5 23 c. The date that the revocation of dissolution was  
5 24 authorized.

5 25 d. If members of the limited liability company  
5 26 unanimously revoked the dissolution, a statement to  
5 27 that effect.

5 28 e. If the managers of the limited liability  
5 29 company revoked a dissolution authorized by its  
5 30 members, a statement that revocation was permitted by  
5 31 action by the managers alone pursuant to that  
5 32 authorization.

5 33 4. Revocation of dissolution is effective upon the  
5 34 effective date of the articles of revocation of  
5 35 dissolution.

5 36 5. When the revocation of dissolution is

5 37 effective, it relates back to and takes effect as of  
5 38 the effective date of the dissolution as if the  
5 39 dissolution had never occurred.

5 40 PART B

5 41 ADMINISTRATIVE DISSOLUTION

5 42 Sec. \_\_\_\_ NEW SECTION. 490A.1311 GROUNDS FOR  
5 43 ADMINISTRATIVE DISSOLUTION.

5 44 The secretary of state may commence a proceeding  
5 45 under section 490A.1312 to administratively dissolve a  
5 46 limited liability company if any of the following  
5 47 apply:

5 48 1. The limited liability company has not delivered  
5 49 a biennial report to the secretary of state in a form  
5 50 that meets the requirements of section 490A.131,  
6 1 within sixty days after it is due, or has not paid the  
6 2 filing fee as determined by the secretary of state,  
6 3 within sixty days after it is due.

6 4 2. The limited liability company is without a  
6 5 registered office or registered agent in this state as  
6 6 required in subchapter V for sixty days or more.

6 7 3. The limited liability company does not notify  
6 8 the secretary of state within sixty days that its  
6 9 registered office or registered agent as required in  
6 10 subchapter V has been changed, its registered office  
6 11 has been discontinued, or that its registered agent  
6 12 has resigned.

6 13 4. The limited liability company's period of  
6 14 duration stated in its articles of organization  
6 15 expires.

6 16 Sec. \_\_\_\_ NEW SECTION. 490A.1312 PROCEDURE FOR  
6 17 AND EFFECT OF ADMINISTRATIVE DISSOLUTION.

6 18 1. If the secretary of state determines that one  
6 19 or more grounds exist under section 490A.1311 for  
6 20 dissolving a limited liability company, the secretary  
6 21 of state shall serve the limited liability company  
6 22 with written notice of the secretary of state's  
6 23 determination under section 490A.504.

6 24 2. If the limited liability company does not  
6 25 correct each ground for dissolution or demonstrate to  
6 26 the reasonable satisfaction of the secretary of state  
6 27 that each ground determined by the secretary of state  
6 28 does not exist within sixty days after service of the  
6 29 notice is perfected under section 490A.504, the  
6 30 secretary of state shall administratively dissolve the  
6 31 limited liability company by signing a certificate of  
6 32 dissolution that recites the ground or grounds for  
6 33 dissolution and its effective date. The secretary of  
6 34 state shall file the original of the certificate and  
6 35 serve a copy on the limited liability company under  
6 36 section 490A.504.

6 37 3. A limited liability company administratively  
6 38 dissolved continues its existence but shall not carry  
6 39 on any business except that necessary to wind up and  
6 40 liquidate its business and affairs under part A of  
6 41 this subchapter and notify claimants under sections  
6 42 490A.1306 and 490A.1307.

6 43 4. The administrative dissolution of a limited  
6 44 liability company does not terminate the authority of  
6 45 its registered agent as provided in subchapter V.

6 46 5. The secretary of state's administrative  
6 47 dissolution of a limited liability company pursuant to  
6 48 this section appoints the secretary of state the  
6 49 limited liability company's agent for service of  
6 50 process in any proceeding based on a cause of action  
7 1 which arose during the time the limited liability  
7 2 company was authorized to transact business in this  
7 3 state. Service of process on the secretary of state  
7 4 under this subsection is service on the limited  
7 5 liability company. Upon receipt of process, the  
7 6 secretary of state shall serve a copy of the process  
7 7 on the limited liability company as provided in  
7 8 section 490A.504. This subsection does not preclude  
7 9 service on the limited liability company's registered  
7 10 agent, if any.

7 11 Sec. \_\_\_\_ NEW SECTION. 490A.1313 REINSTATEMENT  
7 12 FOLLOWING ADMINISTRATIVE DISSOLUTION.

7 13 1. A limited liability company administratively  
7 14 dissolved under section 490A.1312 may apply to the  
7 15 secretary of state for reinstatement at any time after  
7 16 the effective date of dissolution. The application  
7 17 must meet all of the following requirements:

7 18 a. Recite the name of the limited liability  
7 19 company at its date of dissolution and the effective  
7 20 date of its administrative dissolution.  
7 21 b. State that the ground or grounds for  
7 22 dissolution as provided in section 490A.1311 have been  
7 23 eliminated.  
7 24 c. If the application is received more than five  
7 25 years after the effective date of the administrative  
7 26 dissolution, state a name that satisfies the  
7 27 requirements of section 490A.401.  
7 28 d. State the federal tax identification number of  
7 29 the limited liability company.

7 30 2. a. The secretary of state shall refer the  
7 31 federal tax identification number contained in the  
7 32 application for reinstatement to the department of  
7 33 revenue. The department of revenue shall report to  
7 34 the secretary of state the tax status of the limited  
7 35 liability company. If the department reports to the  
7 36 secretary of state that a filing delinquency or  
7 37 liability exists against the limited liability  
7 38 company, the secretary of state shall not cancel the  
7 39 certificate of dissolution until the filing  
7 40 delinquency or liability is satisfied.

7 41 b. If the secretary of state determines that the  
7 42 application contains the information required by  
7 43 subsection 1, and that a delinquency or liability  
7 44 reported pursuant to paragraph "a" of this subsection  
7 45 has been satisfied, and that the information is  
7 46 correct, the secretary of state shall cancel the  
7 47 certificate of dissolution and prepare a certificate  
7 48 of reinstatement that recites the secretary of state's  
7 49 determination and the effective date of reinstatement,  
7 50 file the original of the certificate, and serve a copy  
8 1 on the limited liability company under section  
8 2 490A.504. If the limited liability company's name in  
8 3 subsection 1, paragraph "c", is different than the  
8 4 name in subsection 1, paragraph "a", the certificate  
8 5 of reinstatement shall constitute an amendment to the  
8 6 limited liability company's articles of organization  
8 7 insofar as it pertains to its name. A limited  
8 8 liability company shall not relinquish the right to  
8 9 retain its name as provided in section 490A.401, if  
8 10 the reinstatement is effective within five years of  
8 11 the effective date of the limited liability company's  
8 12 dissolution.

8 13 3. When the reinstatement is effective, it relates  
8 14 back to and takes effect as of the effective date of  
8 15 the administrative dissolution as if the  
8 16 administrative dissolution had never occurred.

8 17 Sec. \_\_\_\_ NEW SECTION. 490A.1314 APPEAL FROM  
8 18 DENIAL OF REINSTATEMENT.

8 19 1. If the secretary of state denies a limited  
8 20 liability company's application for reinstatement  
8 21 following administrative dissolution pursuant to  
8 22 section 490A.1312, the secretary of state shall serve  
8 23 the limited liability company under section 490A.504  
8 24 with a written notice that explains the reason or  
8 25 reasons for denial.

8 26 2. The limited liability company may appeal the  
8 27 denial of reinstatement to the district court within  
8 28 thirty days after service of the notice of denial is  
8 29 perfected. The limited liability company appeals by  
8 30 petitioning the court to set aside the dissolution and  
8 31 attaching to the petition copies of the secretary of  
8 32 state's certificate of dissolution, the limited  
8 33 liability company's application for reinstatement, and  
8 34 the secretary of state's notice of denial.

8 35 3. The court may summarily order the secretary of  
8 36 state to reinstate the dissolved limited liability  
8 37 company or may take other action the court considers  
8 38 appropriate.

8 39 4. The court's final decision may be appealed as  
8 40 in other civil proceedings.>

8 41 #12. Page 4, by inserting after line 27 the  
8 42 following:

8 43 <Sec. \_\_\_\_ Section 490A.1402, Code 2005, is  
8 44 amended by striking the section and inserting in lieu  
8 45 thereof the following:

8 46 490A.1402 APPLICATION FOR CERTIFICATE OF  
8 47 AUTHORITY.

8 48 1. A foreign limited liability company may apply

8 49 for a certificate of authority to transact business in  
8 50 this state by delivering an application to the  
9 1 secretary of state for filing. The application must  
9 2 set forth all of the following:

9 3 a. The name of the foreign limited liability  
9 4 company or, if its name is unavailable for use in this  
9 5 state, a name that satisfies the requirements of  
9 6 section 490A.401.

9 7 b. The name of the state or country under whose  
9 8 law it is organized.

9 9 c. Its date of formation and period of duration.

9 10 d. The street address of its principal office.

9 11 e. The address of its registered office in this  
9 12 state and the name of its registered agent at that  
9 13 address as provided in subchapter V.

9 14 2. The foreign limited liability company shall  
9 15 deliver the completed application to the secretary of  
9 16 state, and also deliver to the secretary of state a  
9 17 certificate of existence or a document of similar  
9 18 import duly authenticated by the secretary of state or  
9 19 proper officer of the state or other jurisdiction of  
9 20 its formation which is dated no earlier than ninety  
9 21 days prior to the date the application is filed with  
9 22 the secretary of state.>

9 23 #13. Page 5, by inserting after line 22 the  
9 24 following:

9 25 <Sec. \_\_\_\_\_. Section 490A.1410, subsection 1,  
9 26 paragraph a, Code 2005, is amended by adding the  
9 27 following new subparagraph:

9 28 NEW SUBPARAGRAPH. (5) Deliver for filing to the  
9 29 secretary of state a biennial report as required by  
9 30 section 490A.131.>

9 31 #14. Page 5, by inserting after line 27 the  
9 32 following:

9 33 <DIVISION \_\_\_\_  
9 34 TRADITIONAL COOPERATIVES

9 35 Sec. \_\_\_\_\_. Section 499.78, subsection 1, unnumbered  
9 36 paragraph 1, Code 2005, is amended to read as follows:

9 37 An association administratively dissolved under  
9 38 section 499.77 may apply to the secretary of state for  
9 39 reinstatement ~~within two years~~ at any time after the  
9 40 effective date of dissolution. The application must  
9 41 meet all of the following requirements:

9 42 DIVISION \_\_\_\_  
9 43 CLOSED COOPERATIVES

9 44 Sec. \_\_\_\_\_. Section 501.104, Code 2005, is amended  
9 45 to read as follows:

9 46 501.104 NAME.

9 47 The name of a cooperative organized under this  
9 48 chapter must comply with all of the following:

9 49 1. The name must contain the word "cooperative",  
9 50 "coop", or "co=op", and the

10 1 2. The name must be distinguishable from the names  
10 2 all of the following:

10 3 a. The name of cooperatives a cooperative  
10 4 organized under this chapter or

10 5 b. The name of a cooperative or cooperative  
10 6 association organized under another chapter, including  
10 7 chapter 497, 498, 499, or 501A.

10 8 c. The name of a foreign cooperatives cooperative,  
10 9 cooperative association, or corporation authorized to  
10 10 do business in this state, including as provided in  
10 11 section 499.54 or section 501A.221.

10 12 d. The name of a cooperative which has been  
10 13 administratively dissolved pursuant to section 501.812  
10 14 for a period of less than five years from the  
10 15 effective date of the dissolution.

10 16 Sec. \_\_\_\_\_. Section 501.813, subsection 1,  
10 17 unnumbered paragraph 1, Code 2005, is amended to read  
10 18 as follows:

10 19 A cooperative administratively dissolved under  
10 20 section 501.812 may apply to the secretary of state  
10 21 for reinstatement ~~within two years~~ at any time after  
10 22 the effective date of dissolution. The application  
10 23 must meet all of the following requirements:

10 24 Sec. \_\_\_\_\_. Section 501.813, subsection 1, paragraph  
10 25 c, Code 2005, is amended to read as follows:

10 26 c. State If the application is received more than  
10 27 five years after the effective date of the  
10 28 cooperative's dissolution, state a name that satisfies  
10 29 the requirements of section 501.104.

10 30 Sec. \_\_\_\_\_. Section 501.813, subsection 2, paragraph  
10 31 b, Code 2005, is amended to read as follows:

10 32 b. (1) If the secretary of state determines that  
10 33 the application contains the information required by  
10 34 subsection 1, and that a delinquency or liability  
10 35 reported pursuant to paragraph "a" has been satisfied,  
10 36 and that the information is correct, the secretary of  
10 37 state shall cancel the certificate of dissolution and  
10 38 prepare a certificate of reinstatement that recites  
10 39 the secretary of state's determination and the  
10 40 effective date of reinstatement, ~~file the original of~~  
~~10 41 the certificate document, and serve deliver a copy on~~  
10 42 to the cooperative under section 501.106.

10 43 (2) If the name of the cooperative as provided in  
10 44 subsection 1, paragraph "c", is different than the  
10 45 name in subsection 1, paragraph "a", the certificate  
10 46 of reinstatement shall constitute an amendment to the  
10 47 articles of association insofar as it pertains to the  
10 48 name. A cooperative shall not relinquish the right to  
10 49 retain its name if the reinstatement is effective  
10 50 within five years of the effective date of the  
11 1 cooperative's dissolution.>

11 2 #15. Page 5, by inserting after line 29 the  
11 3 following:

11 4 <Sec. \_\_\_\_\_. Section 504.401, subsection 2,  
11 5 paragraph b, Code Supplement 2005, is amended by  
11 6 striking the paragraph and inserting in lieu thereof  
11 7 the following:

11 8 b. A name reserved, registered, or protected as  
11 9 follows:  
11 10 (1) For a limited liability partnership, section  
11 11 486A.1001 or 486A.1002.  
11 12 (2) For a limited partnership, section 488.108,  
11 13 488.109, or 488.810.  
11 14 (3) For a business corporation, section 490.401,  
11 15 490.402, 490.403, or 490.1422.  
11 16 (4) For a limited liability company, section  
11 17 490A.401, 490A.402, or 490A.1313.

11 18 (5) For a nonprofit corporation, this section or  
11 19 section 504.402, 504.403, or 504.1423.>  
11 20 #16. Page 6, lines 5 and 6, by striking the word  
11 21 and figure <or 490A.402> and inserting the following:  
11 22 <, 490A.402, or 490A.1313>.

11 23 #17. Page 11, by inserting after line 17 the  
11 24 following:

11 25 <Sec. \_\_\_\_\_. Section 504.1423, subsection 1,  
11 26 unnumbered paragraph 1, Code 2005, is amended to read  
11 27 as follows:

11 28 A corporation administratively dissolved under  
11 29 section 504.1422 may apply to the secretary of state  
11 30 for reinstatement ~~within two years at any time~~ after  
11 31 the effective date of dissolution. The application  
11 32 must state all of the following:

11 33 Sec. \_\_\_\_\_. Section 504.1423, subsection 1,  
11 34 paragraph c, Code 2005, is amended to read as follows:

11 35 c. ~~That if the application is received more than~~  
11 36 five years after the effective date of dissolution,  
11 37 state the corporation's name satisfies the  
11 38 requirements of section 504.401.

11 39 Sec. \_\_\_\_\_. Section 504.1423, subsection 2,  
11 40 paragraph b, Code 2005, is amended to read as follows:

11 41 b. (1) If the secretary of state determines that  
11 42 the application contains the information required by  
11 43 subsection 1, that a delinquency or liability reported  
11 44 pursuant to paragraph "a" has been satisfied, and that  
11 45 all of the application information is correct, the  
11 46 secretary of state shall cancel the certificate of  
11 47 dissolution and prepare a certificate of reinstatement  
11 48 reciting that determination and the effective date of  
11 49 reinstatement, ~~file the original of the certificate~~  
11 50 document, and serve deliver a copy on to the  
12 1 corporation under section 504.504.

12 2 (2) If the corporate name in subsection 1,  
12 3 paragraph "c", is different from the corporate name in  
12 4 subsection 1, paragraph "a", the certificate of  
12 5 reinstatement shall constitute an amendment to the  
12 6 articles of incorporation insofar as it pertains to  
12 7 the corporate name. A corporation shall not  
12 8 relinquish the right to retain its corporate name if  
12 9 the reinstatement is effective within five years of  
12 10 the effective date of the corporation's dissolution.>

12 11 [#18](#). Title page, by striking lines 2 and 3 and  
12 12 inserting the following: <entities, including limited  
12 13 partnerships, corporations, limited liability  
12 14 companies, cooperatives, and nonprofit corporations.>  
12 15 [#19](#). By renumbering, relettering, or redesignating  
12 16 and correcting internal references as necessary.  
12 17 SF 2374.H  
12 18 da/es/25