

**CS FOR HOUSE BILL NO. 101(L&C)**

**IN THE LEGISLATURE OF THE STATE OF ALASKA**

**TWENTY-FIRST LEGISLATURE - FIRST SESSION**

**BY THE HOUSE LABOR AND COMMERCE COMMITTEE**

**Offered: 3/19/99**

**Referred: Rules**

**Sponsor(s): REPRESENTATIVES MORGAN, Foster, Harris**

**A BILL**

**FOR AN ACT ENTITLED**

1 "An Act relating to the mailing requirements that must be followed by the  
2 commissioner of commerce and economic development to involuntarily dissolve  
3 certain organized entities; relating to the reinstatement of corporations that are  
4 public utilities and that have been involuntarily dissolved; and providing for an  
5 effective date."

6 **BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF ALASKA:**

7 \* **Section 1.** AS 10.06.633(b) is amended to read:

8 (b) A corporation may not be dissolved under this section unless the  
9 commissioner has given the corporation written notice of its delinquency, failure, or  
10 noncompliance by [CERTIFIED] mail as provided by (i) of this section  
11 [ADDRESSED TO ITS REGISTERED OFFICE, REGISTERED AGENT,  
12 PRESIDENT, OR SECRETARY AT THE LAST KNOWN ADDRESS AS SHOWN  
13 BY THE RECORDS OF THE COMMISSIONER]. If the corporation fails, within 60

days after the requirements of (i) of this section have been satisfied [NOTICE IS SENT BY CERTIFIED MAIL], to contest the alleged neglect, omission, delinquency, or noncompliance by a written request for a hearing before the commissioner or fails to correct the asserted neglect, omission, delinquency, or noncompliance, it may be dissolved under (d) of this section.

\* **Sec. 2.** AS 10.06.633(d) is amended to read:

(d) If a corporation has given cause for involuntary dissolution and has failed to correct the neglect, omission, delinquency, or noncompliance as provided in this section, and there has been no order of the superior court, the commissioner shall dissolve the corporation by issuing a certificate of involuntary dissolution containing a statement that the corporation has been dissolved, the date, and the reason for which it was dissolved. The original certificate of dissolution shall be placed in the department files and a copy of it mailed to the corporation as provided by (i) of this section [AT ITS REGISTERED OFFICE OR IN CARE OF ITS REGISTERED AGENT, PRESIDENT, OR SECRETARY AT THE LAST KNOWN ADDRESS, AS SHOWN BY THE RECORDS OF THE COMMISSIONER]. Upon the issuance of the certificate of involuntary dissolution, the existence of the corporation ceases, except as otherwise provided in this section, and its name shall be available to and may be adopted by another corporation no less than six months after the dissolution.

\* **Sec. 3.** AS 10.06.633 is amended by adding a new subsection to read:

(i) If the mailing of an item is required by (b) or (d) of this section, the commissioner shall first mail the item by certified mail to the corporation's registered office at the last known address of the registered office shown on the records of the commissioner. If the item mailed to the registered office is returned to the commissioner, the commissioner shall mail the item by first class mail to the registered agent of the corporation at the last known address of the registered agent shown on the records of the commissioner. If the item mailed to the registered agent is returned to the commissioner, the commissioner shall mail the item by first class mail to the president of the corporation at the last known address for the president shown on the records of the commissioner. If the name and address of the president are not shown on the records of the commissioner, the commissioner shall mail the item by first class

mail to an officer shown on the records of the commissioner at the last known address shown on the records of the commissioner. If the name and address of an officer of the corporation are not shown on the records of the commissioner, the commissioner shall mail the item by first class mail to a member of the board of directors of the corporation at the last known address shown on the records of the commissioner. If the name and address of an officer or board member are not shown on the records of the commissioner, the commissioner is not required to mail the item again. If the item mailed to the president, other officer, or board member is returned to the commissioner, the commissioner is not required to mail the item again. If the address shown on the records of the commissioner for a mailing after the initial certified mailing is not different from the address for the previous mailing, the commissioner is not required to mail the item to the same address, but shall mail the item to the next required addressee whose address is different from the address for the returned mailing, and, if none of the mailings required after a returned mailing has an address that is different from the address for the returned mailing, the commissioner is not required to mail the item again. In this subsection, "item" means the notice required by (b) of this section or the certificate of involuntary dissolution under (d) of this section.

\* **Sec. 4.** AS 10.20.335 is amended to read:

**Sec. 10.20.335. Notice to corporation.** When the commissioner determines that a corporation has given any cause for involuntary dissolution, the commissioner shall mail to the corporation [, BY CERTIFIED MAIL, AT ITS REGISTERED OFFICE] a notice, setting out the grounds for involuntary dissolution, 60 days before a certificate of dissolution is issued. **The commissioner shall mail the notice and any subsequent certificate of dissolution in the same manner as required for notices and certificates of involuntary dissolution under AS 10.06.633(i).**

\* **Sec. 5.** AS 10.25.330(b) is amended to read:

(b) A cooperative that does not file its articles of dissolution within two years after the date of filing the certificate mentioned in (a) of this section [,] shall be involuntarily dissolved by the commissioner. **Before dissolving the cooperative under this subsection, the commissioner shall give the cooperative written notice**

of the pending dissolution by mailing the notice to the cooperative. The commissioner shall mail the notice and any subsequent certificate of dissolution to the cooperative in the same manner as required for notices and certificates of involuntary dissolution under AS 10.06.633(i).

\* **Sec. 6.** AS 10.40.150 is amended by adding a new subsection to read:

(b) Before dissolving a corporation under (a) of this section, the commissioner shall give the cooperative written notice of the pending dissolution by mailing the notice to the corporation. The commissioner shall mail the notice and any subsequent certificate of dissolution to the cooperative in the same manner as required for notices and certificates of involuntary dissolution under AS 10.06.633(i).

\* **Sec. 7.** AS 10.50.408(b) is amended to read:

(b) A limited liability company may not be dissolved under this section unless the commissioner has given the company written notice of its delinquency, failure, or misrepresentation by [CERTIFIED] mail as provided by (f) of this section [ADDRESSED TO ITS REGISTERED AGENT, REGISTERED OFFICE, MANAGER, OR MEMBERS AT THE LAST KNOWN ADDRESS AS SHOWN BY THE RECORDS OF THE COMMISSIONER]. If the company fails, within 60 days after the notice is sent by [CERTIFIED] mail as required under this subsection, to contest the alleged delinquency, failure, or misrepresentation, it may be dissolved under (d) of this section.

\* **Sec. 8.** AS 10.50.408(d) is amended to read:

(d) If a limited liability company has given cause for involuntary dissolution and has failed to correct the neglect, omission, delinquency, or noncompliance as provided in this section, and there has not been a controlling order of the superior court, the commissioner shall dissolve the company by issuing a certificate of involuntary dissolution containing a statement that the company has been dissolved, the date, and the reason for which it was dissolved. The original certificate of dissolution shall be placed in the department files and a copy of it mailed to the company as provided by (f) of this section [AT ITS REGISTERED OFFICE OR IN CARE OF ITS REGISTERED AGENT, MANAGER, OR MEMBERS AT THE LAST KNOWN ADDRESS, AS SHOWN BY THE RECORDS OF THE COMMISSIONER].

1 Upon the issuance of the certificate of involuntary dissolution, the existence of the  
 2 company ceases, except as otherwise provided in this chapter, and its name shall be  
 3 available to use and may be adopted by another company on a date that is six months  
 4 or later after the dissolution.

5 \* **Sec. 9.** AS 10.50.408 is amended by adding a new subsection to read:

6 (f) If the mailing of an item is required by (b) or (d) of this section, the  
 7 commissioner shall first mail the item by certified mail to the registered office of the  
 8 limited liability company at the last known address of the registered office shown on  
 9 the records of the commissioner. If the item mailed to the registered office is returned  
 10 to the department, the commissioner shall mail the item by first class mail to the  
 11 registered agent of the limited liability company at the last known address of the  
 12 registered agent shown on the records of the commissioner. If the item mailed to the  
 13 registered agent is returned to the department, the commissioner shall mail the item by  
 14 first class mail to the manager or the managing member of the limited liability  
 15 company at the last known address for the manager or the managing member shown  
 16 on the records of the commissioner. If the name and address of the manager or  
 17 managing members are not shown on the records of the commissioner, the  
 18 commissioner is not required to mail the notice to the manager or managing member.  
 19 If the item mailed to the manager or managing member is returned to the department,  
 20 the commissioner is not required to mail the item again. If the address shown on the  
 21 records of the commissioner for a mailing after the initial certified mailing is not  
 22 different from the address for the previous mailing, the commissioner is not required  
 23 to mail the item to the same address, but shall mail the item to the next required  
 24 addressee whose address is different from the address for the returned mailing, and,  
 25 if none of the mailings required after a returned mailing has an address that is different  
 26 from the address for the returned mailing, the commissioner is not required to mail the  
 27 item again. In this subsection, "item" means the notice required under (b) of this  
 28 section or the certificate of involuntary dissolution issued under (d) of this section.

29 \* **Sec. 10.** REINSTATEMENT OF CERTAIN PUBLIC UTILITY CORPORATIONS.

30 Notwithstanding AS 10.06.633(e), a corporation that is a public utility, that has been  
 31 involuntarily dissolved by the commissioner under AS 10.06.633, and that has failed to apply

1 for reinstatement during the period established under AS 10.06.633(e) may be reinstated under  
2 AS 10.06.633(e) on or before December 31, 1999. A reinstatement authorized under this  
3 section is retroactive to the date of the involuntary dissolution, and the reinstated corporation  
4 and its shareholders have all of the rights, privileges, liabilities, and obligations that would  
5 have applied to them if the corporation had not been dissolved. If a corporation that is a  
6 public utility elects to seek reinstatement under this section and if the corporation's previously  
7 used corporate name is no longer available for use by the corporation, then, notwithstanding  
8 AS 10.06.502 - 10.06.510, an amendment to the articles of incorporation changing the  
9 previously used corporate name may be adopted by action of the corporation's board of  
10 directors alone. In this section, "public utility" has the meaning given in AS 42.05.990.  
11 \* **Sec. 11.** This Act takes effect immediately under AS 01.10.070(c).