

HOUSE BILL NO. 122

IN THE LEGISLATURE OF THE STATE OF ALASKA
TWENTY-NINTH LEGISLATURE - FIRST SESSION

BY REPRESENTATIVE COLVER

Introduced: 2/23/15

Referred: Labor and Commerce, Judiciary

A BILL

FOR AN ACT ENTITLED

1 **"An Act relating to the required reports, required fees, and other aspects of for-profit**
2 **corporations, cooperative corporations, nonprofit corporations, corporations formed**
3 **under AS 10.40, limited liability companies, and limited liability partnerships; and**
4 **providing for an effective date."**

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

6 *** Section 1.** AS 10.06.633(a) is amended to read:

7 (a) A corporation may be dissolved involuntarily by the commissioner if

8 (1) the corporation is delinquent six months in filing its **status**
9 **[BIENNIAL]** report or in paying its **[BIENNIAL]** corporation tax or a penalty;

10 (2) the corporation has failed for 30 days to appoint and maintain a
11 registered agent in the state;

12 (3) the corporation has failed for 30 days after change of its registered
13 office or registered agent to file in the office of the commissioner a statement of the
14 change;

1 (4) the corporation has failed for two years to complete dissolution
2 under a certificate of election under AS 10.06.608 to dissolve;

3 (5) a vacancy on the board of the corporation is not filled within six
4 months or the next annual meeting, whichever occurs first;

5 (6) a misrepresentation of material facts has been made in the
6 application, report, affidavit, or other document submitted under this chapter; or

7 (7) the corporation is 90 days delinquent in filing notice of change of
8 an officer, director, alien affiliate, or five percent shareholder, as required by this
9 chapter.

10 * **Sec. 2.** AS 10.06.743 is amended to read:

11 **Sec. 10.06.743. Revocation of certificate of authority.** A certificate of
12 authority of a foreign corporation to transact business in this state may be revoked by
13 the commissioner when

14 (1) the corporation fails to file its status [BIENNIAL] report within
15 the time required by this chapter, or fails to pay fees, corporation taxes, or penalties
16 prescribed in this chapter when they are due and payable;

17 (2) the corporation fails to appoint and maintain a registered agent in
18 this state;

19 (3) the corporation fails, after change of its registered office or
20 registered agent, to file with the commissioner a statement of the change as required
21 by this chapter;

22 (4) the corporation fails to file with the department an amendment to
23 its articles of merger within the time prescribed by this chapter;

24 (5) a misrepresentation of a material matter has been made in an
25 application, report, affidavit, or other document submitted under this chapter; or

26 (6) the corporation is a party to an illegal combination in restraint of
27 trade.

28 * **Sec. 3.** AS 10.06.745 is amended to read:

29 **Sec. 10.06.745. Limitations on revocation of certificate of authority.** The
30 commissioner may not revoke a certificate of authority of a foreign corporation unless
31 the

1 (1) commissioner has given the corporation at least 60 **days'** [DAYS]
2 notice by certified mail addressed to its registered office in this state; and

3 (2) corporation fails before revocation to file the **status** [BIENNIAL]
4 report, or pay the fees, corporation taxes, or penalties, or file the required statement of
5 change of registered agent or registered office, or file the articles of merger, or correct
6 the misrepresentation.

7 * **Sec. 4.** AS 10.06.805 is amended to read:

8 **Sec. 10.06.805. Status [BIENNIAL] report of domestic and foreign**
9 **corporations.** A domestic corporation and a foreign corporation authorized to transact
10 business in this state shall file a **status** [BIENNIAL] report within the time prescribed
11 by this chapter.

12 * **Sec. 5.** AS 10.06.808 is amended to read:

13 **Sec. 10.06.808. Contents of status [BIENNIAL] report.** A **status**
14 [BIENNIAL] report must set out

15 (1) the name of the corporation and the state or country where it is
16 incorporated;

17 (2) the address of the registered office of the corporation in this state,
18 and the name of its registered agent in this state at that address, and, in the case of a
19 foreign corporation, the address of its principal office in the state or country where it is
20 incorporated;

21 (3) a brief statement of the character of the business in which the
22 corporation is engaged in this state and the codes from the identification code
23 established under AS 10.06.870 that most closely describe the activities in which the
24 corporation is engaged in this state;

25 (4) the names and addresses of the directors and officers of the
26 corporation;

27 (5) a statement of the aggregate number of shares that the corporation
28 has authority to issue, itemized by classes, par value of shares, shares without par
29 value, and series, if any, within a class;

30 (6) a statement of the aggregate number of issued shares itemized by
31 classes, par value of shares, shares without par value, and series, if any, within a class;

1 (7) the name and address of each alien affiliate, the percentage of
 2 outstanding shares controlled by each alien affiliate, and a specific description of the
 3 nature of the relationship between the corporation and its alien affiliates, or that there
 4 is no alien affiliate;

5 (8) the name and address of each person owning at least five percent of
 6 the shares, or five percent of any class of shares as of September 30 of the **fourth**
 7 [SECOND] year of the **four year** [BIENNIAL] reporting period, and the percentage
 8 of the shares or class of shares owned by that person.

9 * **Sec. 6.** AS 10.06.811(a) is amended to read:

10 (a) A **status** [BIENNIAL] report of a domestic or foreign corporation shall be
 11 filed with the department **every four years** and is due before January 2 of the filing
 12 year. A domestic corporation filing articles of incorporation and a foreign corporation
 13 receiving a certificate of authority during an even-numbered year must file the **status**
 14 [BIENNIAL] report **every other** [EACH] even-numbered year. A domestic
 15 corporation filing articles of incorporation and a foreign corporation receiving a
 16 certificate of authority during an odd-numbered year must file the **status** [BIENNIAL]
 17 report **every other** [EACH] odd-numbered year. The **status** [BIENNIAL] report is
 18 delinquent if not filed before February 1 of each **filing** [ODD OR EVEN] year as
 19 provided in this section. Delinquent returns are subject to the penalty in AS 10.06.815.

20 * **Sec. 7.** AS 10.06.811(d) is amended to read:

21 (d) Upon receipt of a form from the commissioner, a domestic or foreign
 22 corporation **shall** [MUST] file a **status** [BIENNIAL] report within six months after
 23 original incorporation or authorization to transact business in this state.

24 * **Sec. 8.** AS 10.06.813 is amended to read:

25 **Sec. 10.06.813. Filing notice of change of officers, directors, five percent**
 26 **shareholders, and alien affiliates.** (a) In the event of a change of an officer, director,
 27 or alien affiliate of a corporation during the first year of the [BIENNIAL] reporting
 28 period or a change in a five percent shareholder before September 30 of the first year
 29 of the [BIENNIAL] reporting period, the corporation shall file a notice of change
 30 amending the **status** [BIENNIAL] report of the corporation before the following
 31 January 2.

1 (b) The notice shall be filed with the commissioner and shall state the name
2 and current mailing address of each director, officer, five percent shareholder, or alien
3 affiliate not included in the corporation's last filed status [BIENNIAL] report, and the
4 name of the person replaced and the office held. The notice shall be signed by the
5 president or vice-president of the corporation.

6 * **Sec. 9.** AS 10.06.815 is amended to read:

7 **Sec. 10.06.815. Penalty for failure to file status [BIENNIAL] report.** A
8 domestic or foreign corporation that fails or refuses to file a status [BIENNIAL]
9 report within the time set by this chapter is subject to a penalty of 10 percent of the
10 amount of the corporation tax assessed against it for the period beginning January 1 of
11 the year for which the report should have been filed. The commissioner shall assess
12 the penalty at the time of the assessment of the corporation tax. If the amount of the
13 corporation tax as originally assessed is adjusted in accordance with this chapter, the
14 amount of the penalty shall also be adjusted to 10 percent of the amount of the
15 adjusted corporation tax. The amount of the corporation tax and the amount of the
16 penalty must [SHALL] be separately stated in a notice to the corporation.

17 * **Sec. 10.** AS 10.06.833 is amended to read:

18 **Sec. 10.06.833. Payments and filing for withdrawal of foreign corporation.**
19 A foreign corporation that has been issued a certificate of authority under
20 AS 10.06.705 may withdraw from this state upon payment of all [BIENNIAL]
21 corporation taxes and penalties due at the time of desired withdrawal and by filing
22 with the department an application for a certificate of withdrawal signed by its proper
23 officers and under its corporate seal. The fee for filing the application with the
24 commissioner shall be established by the department by regulation.

25 * **Sec. 11.** AS 10.06.838 is amended to read:

26 **Sec. 10.06.838. Payments and filing required for certificate of dissolution**
27 **of foreign corporation.** If a foreign corporation desires to file a certificate of
28 dissolution from the state of its incorporation, it shall file the certificate, signed by the
29 proper state officer, under seal, upon payment of all [BIENNIAL] corporation taxes
30 and penalties due to this state at the time of dissolution. The filing fee for the
31 certificate of dissolution shall be established by the department by regulation.

1 * **Sec. 12.** AS 10.06.845 is amended to read:

2 **Sec. 10.06.845. Corporation [BIENNIAL CORPORATION] tax; penalty**
 3 **for nonpayment.** (a) A domestic corporation and a foreign corporation doing business
 4 in this state or having its articles of incorporation on file with the department shall,
 5 before January 2 of each filing year, pay to the commissioner a [BIENNIAL]
 6 corporation tax as follows: domestic corporation, **\$200** [\$100]; foreign corporation,
 7 **\$400** [\$200]. A corporation that fails to pay the [BIENNIAL] corporation tax before
 8 February 1 of the filing year must pay to the commissioner a penalty of \$25 for each
 9 year or part of a year of delinquency.

10 (b) Proof to the satisfaction of the commissioner that on or before February 1
 11 the **corporation** tax or **status** report was deposited in the United States mail in a
 12 sealed envelope, properly addressed, with postage prepaid, is compliance with (a) of
 13 this section.

14 (c) Corporate entities organized under AS 10.20 are not required to pay the
 15 [BIENNIAL] corporation tax imposed by this section.

16 * **Sec. 13.** AS 10.06.848(a) is amended to read:

17 (a) A domestic or foreign corporation may not commence a suit, action, or
 18 proceeding in a court in this state without alleging and proving at the time it
 19 commences the suit, action, or proceeding that it has paid its [BIENNIAL] corporation
 20 tax last due and has filed its **status** [BIENNIAL] report for the last reporting period. A
 21 certificate of the payment of the [BIENNIAL] corporation tax and filing of the **status**
 22 [BIENNIAL] report is prima facie evidence of the payment of the **corporation** tax and
 23 the filing of the **status** [BIENNIAL] report. The commissioner shall issue the
 24 certificate or a duplicate for a fee established by the department by regulation.

25 * **Sec. 14.** AS 10.06.850 is amended to read:

26 **Sec. 10.06.850. Suits to compel tax payment; exemption from corporation**
 27 **tax.** The commissioner may institute a suit in the name of the state to enforce the
 28 payment of a [BIENNIAL] corporation tax. Corporate entities organized under
 29 AS 10.20 and foreign corporations organized under the laws of the United States or
 30 the laws of a state or territory of the United States or the laws of a foreign country for
 31 the same purposes as those allowed under AS 10.20 are exempt from the payment of

1 the [BIENNIAL] corporation tax.

2 * **Sec. 15.** AS 10.06.853 is amended to read:

3 **Sec. 10.06.853. Failure to pay tax as evidence of inability to meet maturing**
 4 **debts and liabilities.** Failure of a corporation to pay the [BIENNIAL] corporation tax
 5 for a period of one year after the date when payment first becomes due is prima facie
 6 evidence of the inability of a corporation to meet maturing debts and liabilities that
 7 may be shown under AS 10.06.360 by the state, a private person, or a corporation.

8 * **Sec. 16.** AS 10.06.855 is amended to read:

9 **Sec. 10.06.855. Payments to be made in advance.** Fees and charges provided
 10 for in this chapter, including the [BIENNIAL] corporation tax, shall be paid in
 11 advance.

12 * **Sec. 17.** AS 10.06.990(14) is amended to read:

13 (14) "corporation tax" means the [BIENNIAL] corporation tax
 14 imposed under **AS 10.06.845** [ALASKA LAW] on corporations;

15 * **Sec. 18.** AS 10.06.990 is amended by adding new paragraphs to read:

16 (51) "filing year" means the year set in AS 10.06.811 for filing a status
 17 report;

18 (52) "status report" means the status report required by AS 10.06.805.

19 * **Sec. 19.** AS 10.15.320 is amended to read:

20 **Sec. 10.15.320. Status [BIENNIAL] report.** (a) Each cooperative shall file
 21 with the department before July 2 of the reporting year a **status** [BIENNIAL] report
 22 signed by a principal officer or the general manager setting out

23 (1) its name and the address of its principal place of business in the
 24 state;

25 (2) the name of its registered agent and address of its registered office;

26 (3) the names and addresses of its principal officers and its general
 27 manager, if any;

28 (4) a statement of the aggregate number of shares that the cooperative
 29 may issue, itemized by classes, par value of shares, **and** shares without par value;

30 (5) a statement of the aggregate number of shares subscribed, but not
 31 paid up, itemized by classes, par value of shares, **and** shares without par value;

1 (6) a statement of the aggregate number of paid-up shares, itemized by
2 classes, par value of shares, **and** shares without par value;

3 (7) for cooperatives established without capital stock, the **status**
4 [BIENNIAL] report **must** [SHALL] contain a statement **of** [AS TO] the amount of the
5 membership fee and a statement **of** [AS TO] the number of memberships **that**
6 [WHICH] are issued;

7 (8) a brief statement of the character of the business in which the
8 cooperative is engaged in this state.

9 (b) A domestic cooperative filing its articles of incorporation and a foreign
10 cooperative receiving a certificate of authority during an even-numbered year **shall**
11 [MUST] file the **status** [BIENNIAL] report before July 2 of **every other** [EACH]
12 even-numbered year. A cooperative filing its articles of incorporation or receiving its
13 certificate of authority during an odd-numbered year **shall** [MUST] file the **status**
14 [BIENNIAL] report before July 2 of **every other** [EACH] odd-numbered year.

15 * **Sec. 20.** AS 10.15.325 is amended to read:

16 **Sec. 10.15.325. Status [BIENNIAL] reports.** The **status** [BIENNIAL] report
17 shall be made on forms furnished by the department. The information contained in the
18 **status** [BIENNIAL] report shall be given as of June 30 of the reporting year. The
19 **status** [BIENNIAL] report is delinquent if not filed before August 1 of **the reporting**
20 [EACH ODD OR EVEN] year as provided in this section. A corporation that is
21 delinquent is subject to involuntary dissolution under AS 10.15.505.

22 * **Sec. 21.** AS 10.15.330 is amended to read:

23 **Sec. 10.15.330. Acceptance of status [BIENNIAL] reports by department.**
24 If the department finds that the **status** [BIENNIAL] report conforms to the
25 requirements of this chapter, it shall accept it. If the **status** [BIENNIAL] report does
26 not conform to the requirements of this chapter, the department shall return it to the
27 cooperative for necessary corrections, in which event the penalties prescribed in this
28 chapter for failure to file the statement within the time provided in AS 10.15.325 do
29 not apply [,] if the statement is corrected to conform to the requirements of this
30 chapter and returned to the department within 60 days after the report has been
31 returned to the cooperative.

1 * **Sec. 22.** AS 10.15.331 is amended to read:

2 **Sec. 10.15.331. Filing notice of change of officer or director.** (a) In the event
3 of a change of an officer or director of a corporation during the year following the
4 filing of the status [BIENNIAL] report, the corporation shall file notice of change
5 amending that status report before July 2 of that year.

6 (b) The notice shall be filed in the office of the commissioner and must state
7 the name and current address of a director or officer not stated in the corporation's last
8 filed status [BIENNIAL] report, and the name of the person replaced and the office
9 held. The notice shall be signed by an officer of the corporation.

10 * **Sec. 23.** AS 10.15.530 is amended to read:

11 **Sec. 10.15.530. License [BIENNIAL LICENSE] fee.** Each cooperative not
12 organized and operated for nonprofit religious, charitable, cemetery, or educational
13 purposes shall pay to the department a [BIENNIAL] license fee every four years. The
14 fee shall be paid before July 2 of the reporting year.

15 * **Sec. 24.** AS 10.15.550 is amended to read:

16 **Sec. 10.15.550. Penalty.** A cooperative that fails to pay the [ANNUAL]
17 license fee required by AS 10.15.530 before August 15 of the reporting year shall
18 pay a penalty of \$10 for each year or part of a year of delinquency after the license
19 fee was due.

20 * **Sec. 25.** AS 10.15.595 is amended by adding new paragraphs to read:

21 (12) "reporting year" means the year that a status report is due under
22 AS 10.15.320(b);

23 (13) "status report" means the status report required by AS 10.15.320.

24 * **Sec. 26.** AS 10.20.325 is amended to read:

25 **Sec. 10.20.325. Grounds for involuntary dissolution.** A corporation may be
26 dissolved involuntarily by the commissioner when it is established that

27 (1) the corporation has failed to file its status [BIENNIAL] report
28 within the time required by this chapter;

29 (2) the corporation procured its articles of incorporation through fraud;

30 (3) the corporation has continued to exceed or abuse the authority
31 conferred upon it by law;

1 (4) the corporation has failed for 30 days to appoint and maintain a
2 registered agent in the state;

3 (5) the corporation has failed for 30 days after change of its registered
4 office or registered agent to file in the office of the commissioner a statement of the
5 change;

6 (6) the corporation has failed, within the time required by this chapter,
7 to revoke or complete a plan of voluntary dissolution; or

8 (7) the corporation is 90 days delinquent in filing a notice of change of
9 an officer or director as required by this chapter.

10 * **Sec. 27.** AS 10.20.345 is amended to read:

11 **Sec. 10.20.345. Removal of ground for dissolution.** If the corporation, within
12 the time required by this chapter, files its status [BIENNIAL] report or appoints or
13 maintains a registered agent as provided in this chapter, [OR] files with the
14 commissioner the required statement of change of registered office or registered agent,
15 or revokes or concludes a plan of voluntary dissolution, the commissioner's authority
16 to involuntarily dissolve the corporation ceases.

17 * **Sec. 28.** AS 10.20.585 is amended to read:

18 **Sec. 10.20.585. Grounds for revocation of certificate of authority.** The
19 certificate of authority of a foreign corporation to transact business in the state may be
20 revoked by the commissioner when

21 (1) the corporation fails to file its status [BIENNIAL] report within
22 the time required by this chapter, or fails to pay fees or penalties prescribed in this
23 chapter when they are due and payable;

24 (2) the corporation fails to appoint and maintain a registered agent in
25 this state;

26 (3) the corporation fails, after change of its registered office or
27 registered agent, to file with the commissioner a statement of the change as required
28 by this chapter;

29 (4) the corporation fails to file with the department an amendment to
30 its articles of incorporation or articles of merger within the time prescribed by this
31 chapter;

1 (5) a misrepresentation has been made of a material matter in an
2 application, report, affidavit, or other document submitted under this chapter; or

3 (6) the corporation is 90 days delinquent in filing a notice of change of
4 an officer or director as required by this chapter.

5 * **Sec. 29.** AS 10.20.590 is amended to read:

6 **Sec. 10.20.590. Limitations on revocation of certificate of authority.** The
7 commissioner may not revoke a certificate of authority of a foreign corporation unless

8 (1) the commissioner has given the corporation at least 60 days' notice
9 by mail addressed to its registered office in the state; and

10 (2) the corporation fails, before revocation, to file the status
11 [BIENNIAL] report, [OR] pay the fees, [OR] file the required statement of change of
12 registered agent or registered office, [OR] file the articles of amendment or articles of
13 merger, or correct the misrepresentation.

14 * **Sec. 30.** AS 10.20.620 is amended to read:

15 **Sec. 10.20.620. Status [BIENNIAL] report of domestic and foreign**
16 **corporations.** Each domestic corporation and each foreign corporation authorized to
17 transact business in the state shall file a status [BIENNIAL] report within the time
18 prescribed by this chapter. The information contained in the status [BIENNIAL]
19 report shall be given as of June 30 of the reporting year.

20 * **Sec. 31.** AS 10.20.625 is amended to read:

21 **Sec. 10.20.625. Contents of status [BIENNIAL] report.** The status
22 [BIENNIAL] report must set out

23 (1) the name of the corporation and the state or country where it is
24 incorporated;

25 (2) the address of the registered office of the corporation in the state,
26 [AND] the name of its registered agent in the state at that address, and, in the case of a
27 foreign corporation, the address of its principal office in the state or country where it is
28 incorporated;

29 (3) a brief statement of the character of the business in which the
30 corporation is engaged in the state;

31 (4) the names and addresses of the directors and officers of the

1 corporation;

2 (5) the real and personal property assets of the corporation.

3 * **Sec. 32.** AS 10.20.630(a) is amended to read:

4 (a) The **status** [BIENNIAL] report of a domestic or foreign corporation **shall**
 5 [MUST] be delivered to the commissioner before July 2 of the reporting year. A
 6 domestic corporation filing its articles of incorporation and a foreign corporation
 7 receiving a certificate of authority during an even-numbered year **shall** [MUST] file
 8 the **status** [BIENNIAL] report before July 2 of **every other** [EACH] even-numbered
 9 year. A corporation filing its articles of incorporation or receiving its certificate of
 10 authority during an odd-numbered year **shall** [MUST] file the **status** [BIENNIAL]
 11 report before July 2 of **every other** [EACH] odd-numbered year. The **status**
 12 [BIENNIAL] report is delinquent if not filed before August 1 of **every other** [EACH]
 13 odd or even year as provided in this section. **Corporations with delinquent**
 14 [DELINQUENT] returns are subject to the **penalties** [PENALTY] prescribed in
 15 AS 10.20.325 **and 10.20.645**.

16 * **Sec. 33.** AS 10.20.631 is amended to read:

17 **Sec. 10.20.631. Filing notice of change of officers or directors.** (a) In the
 18 event of a change of an officer or director during the year following the filing of the
 19 **status** [BIENNIAL] report, the corporation **shall** [MUST] file a notice of change
 20 amending the report before July 2 of that year.

21 (b) The notice **shall** [MUST] be filed in the office of the commissioner and
 22 must state the name and current address of a director or officer not stated in the
 23 corporation's last filed **status** [BIENNIAL] report, and the name of the person
 24 replaced and the office held. The notice **shall** [MUST] be signed by an officer of the
 25 corporation.

26 * **Sec. 34.** AS 10.20.635(a) is amended to read:

27 (a) The commissioner shall establish by regulation and charge and collect fees
 28 for filing

29 (1) articles of incorporation and issuing a certificate of incorporation;

30 (2) articles of amendment and issuing a certificate of amendment;

31 (3) restated articles of incorporation and issuing a restated certificate of

1 incorporation;

2 (4) articles of merger or consolidation and issuing a certificate of
3 merger or consolidation;

4 (5) a statement of change of address of registered office or change of
5 registered agent, or both;

6 (6) articles of dissolution;

7 (7) an application of a foreign corporation for a certificate of authority
8 to conduct affairs in this state and issuing a certificate of authority;

9 (8) an application of a foreign corporation for an amended certificate
10 of authority to conduct affairs in this state and issuing an amended certificate of
11 authority;

12 (9) a copy of an amendment to the articles of incorporation of a foreign
13 corporation holding a certificate of authority to conduct affairs in this state;

14 (10) a copy of articles of merger of a foreign corporation holding a
15 certificate of authority to conduct affairs in this state;

16 (11) an application for withdrawal of a foreign corporation and issuing
17 a certificate of withdrawal;

18 (12) any other statement or report, including a status [BIENNIAL]
19 report, of a domestic or foreign corporation.

20 * **Sec. 35.** AS 10.20.645(a) is amended to read:

21 (a) A domestic or foreign corporation that fails or refuses to file its status
22 [BIENNIAL] report for any required reporting period within the time prescribed by
23 this chapter is subject to a penalty of \$5 to be assessed by the commissioner.

24 * **Sec. 36.** AS 10.20.920 is amended by adding a new paragraph to read:

25 (10) "status report" means the status report required by AS 10.20.620.

26 * **Sec. 37.** AS 10.40.105 is amended to read:

27 **Sec. 10.40.105. Asset [BIENNIAL] report.** A corporation formed under this
28 chapter shall file an asset [A BIENNIAL] report every four years with the
29 commissioner of commerce, community, and economic development setting out the
30 real and personal property assets of the corporation.

31 * **Sec. 38.** AS 10.40.150(a) is amended to read:

1 (a) The commissioner, upon 60 days' [DAYS] notice to the corporation, may
2 involuntarily dissolve a corporation formed under this chapter [,] for

3 (1) failure to file within 60 days after [OF] the close of the calendar
4 year the asset report required by [MENTIONED IN] AS 10.40.105;

5 (2) failure to comply with AS 10.40.130(a); and

6 (3) failure for six months to pay any fee or penalty required by this
7 chapter.

8 * **Sec. 39.** AS 10.50.408(a) is amended to read:

9 (a) A limited liability company may be dissolved involuntarily by the
10 commissioner if

11 (1) the company is delinquent six months in filing its status
12 [BIENNIAL] report or in paying a fee or a penalty;

13 (2) the company has failed for 30 days to appoint and maintain a
14 registered agent in the state;

15 (3) the company has failed for 30 days after change of its registered
16 office or registered agent to file in the office of the commissioner a statement of the
17 change; or

18 (4) a misrepresentation of material facts has been made in the
19 application, report, affidavit, or other document submitted under this chapter.

20 * **Sec. 40.** AS 10.50.650(a) is amended to read:

21 (a) The registration of a foreign limited liability company authorizing the
22 company to conduct affairs in this state may be revoked by the commissioner if

23 (1) the company fails to file its status [BIENNIAL] report within the
24 time established by this chapter, or fails to pay fees or penalties established by this
25 chapter when they are due and payable;

26 (2) the company fails to appoint and maintain a registered agent in this
27 state;

28 (3) the company fails, after change of its registered office or registered
29 agent, to file with the commissioner a statement of the change as required by this
30 chapter; or

31 (4) a misrepresentation of a material matter has been made in an

1 application, report, affidavit, or other document submitted under this chapter.

2 * **Sec. 41.** AS 10.50.750 is amended to read:

3 **Sec. 10.50.750. Status [BIENNIAL] report required.** A limited liability
4 company and a foreign limited liability company conducting affairs in this state shall
5 file a status [BIENNIAL] report within the time established by this chapter.

6 * **Sec. 42.** AS 10.50.755 is amended to read:

7 **Sec. 10.50.755. Contents of status [BIENNIAL] report.** A status
8 [BIENNIAL] report must set out

9 (1) the name of the company and the state or country where it is
10 organized;

11 (2) the address of the registered office of the company in this state, and
12 the name of its registered agent in this state at that address, and, in the case of a
13 foreign limited liability company, the address of its principal office in the state or
14 country where it is organized;

15 (3) the names and addresses of the managers of the company, or, if the
16 company is not managed by a manager, the names and addresses of the members of
17 the company;

18 (4) the name and address of each person owning at least a five percent
19 interest in the company and the percentage of interest owned by that person in the
20 company.

21 * **Sec. 43.** AS 10.50.760 is amended to read:

22 **Sec. 10.50.760. Filing of status [BIENNIAL] report.** (a) A status
23 [BIENNIAL] report required by AS 10.50.750 shall be filed with the department and
24 is due before January 2 of the filing year. A limited liability company filing articles of
25 organization and a foreign limited liability company registering during an even-
26 numbered year shall file the status [BIENNIAL] report every other [EACH] even-
27 numbered year. A limited liability company filing articles of organization and a
28 foreign limited liability company registering during an odd-numbered year shall file
29 the status [BIENNIAL] report every other [EACH] odd-numbered year. The status
30 [BIENNIAL] report is delinquent if not filed before February 1 of the filing [EACH
31 ODD- OR EVEN-NUMBERED] year as provided in this section.

1 (b) Proof to the satisfaction of the department that on or before February 1 the
 2 status report was deposited in the United States mail in a sealed envelope, properly
 3 addressed with postage prepaid, is compliance with (a) of this section.

4 (c) The department shall file the status report if it conforms to the
 5 requirements of this chapter. If the department finds that the status report does not
 6 conform to the requirements of this chapter, the status report shall promptly be
 7 returned to the company for necessary corrections.

8 (d) Upon receipt of a form from the department, a limited liability company
 9 shall file a status [BIENNIAL] report within six months after original organization.

10 * **Sec. 44.** AS 10.50.765 is amended to read:

11 **Sec. 10.50.765. Filing interim notice of change of managers or managing**
 12 **members.** (a) In the event of a change of the manager of a limited liability company
 13 or of a foreign limited liability company registered under this chapter, or of a member
 14 of the company, if the members manage the company, during the first year of the
 15 status report [BIENNIAL] reporting period, the company shall file a notice of change
 16 amending the status [BIENNIAL] report of the company before the following
 17 January 2.

18 (b) The notice shall be filed with the department and must [SHALL] state the
 19 name and current mailing address of the manager or member not included in the
 20 company's last filed status [BIENNIAL] report, and the name of the person replaced
 21 and the office held.

22 * **Sec. 45.** AS 10.50.990 is amended by adding a new paragraph to read:

23 (21) "status report" means the status report required by AS 10.50.750.

24 * **Sec. 46.** AS 32.06.913(a) is amended to read:

25 (a) A limited liability partnership, and a foreign limited liability partnership
 26 authorized to transact business in this state, shall file with the department a status
 27 [BIENNIAL] report that contains

28 (1) the name of the limited liability partnership and the state or other
 29 jurisdiction under whose laws the foreign limited liability partnership is formed;

30 (2) the street address of the partnership's chief executive office and, if
 31 different, the street address of an office of the partnership in this state, if any; and

1 (3) if the partnership does not have an office in this state, the name and
2 street address of the partnership's current agent for service of process.

3 * **Sec. 47.** AS 32.06.913(b) is amended to read:

4 (b) A status [BIENNIAL] report is due before January 2 of the filing year. A
5 partnership filing a statement of qualification or a foreign partnership becoming
6 authorized to transact business in this state during an even-numbered year shall file the
7 status [BIENNIAL] report every other [EACH] even-numbered year. A partnership
8 filing a statement of qualification or a foreign partnership becoming authorized to
9 transact business in this state during an odd-numbered year shall file the status
10 [BIENNIAL] report every other [EACH] odd-numbered year. The status
11 [BIENNIAL] report is delinquent if not filed before February 1 of each odd or even-
12 numbered filing year as provided in this subsection.

13 * **Sec. 48.** AS 32.06.913(c) is amended to read:

14 (c) The department may revoke the statement of qualification of a partnership
15 that fails to file a status [BIENNIAL] report when due or pay the required filing fee.
16 To revoke, the department shall provide the partnership at least 60 days' written notice
17 of intent to revoke the statement. The notice shall [MUST] be mailed to the
18 partnership at its chief executive office stated in the last filed statement of
19 qualification or status [BIENNIAL] report. The notice must specify the status
20 [BIENNIAL] report that has not been filed or the fee that has not been paid, and the
21 effective date of the revocation. The revocation is not effective if the status
22 [BIENNIAL] report is filed and the fee is paid before the effective date of the
23 revocation.

24 * **Sec. 49.** AS 32.06.995 is amended by adding a new paragraph to read:

25 (20) "status report" means the status report required by AS 32.06.913.

26 * **Sec. 50.** The uncodified law of the State of Alaska is amended by adding a new section to
27 read:

28 TRANSITION. (a) A for-profit corporation, cooperative, foreign cooperative, limited
29 liability company, foreign limited liability company, nonprofit corporation, limited liability
30 partnership, or foreign limited liability partnership that is, before the effective date of this
31 section, required to file a biennial report in 2016 shall file a status report in 2018 instead.

1 (b) A for-profit corporation, cooperative, foreign cooperative, limited liability
2 company, foreign limited liability company, nonprofit corporation, limited liability
3 partnership, or foreign limited liability partnership that is, before the effective date of this
4 section, required to file a biennial report in 2017 shall file a status report in 2019 instead.

5 (c) A corporation that is formed under AS 10.40 and that is, before the effective date
6 of this section, required to file a biennial report in 2016 shall file an asset report in 2018
7 instead, and if a corporation formed under AS 10.40 is, before the effective date of this
8 section, required to file a biennial report in 2017, the corporation shall file an asset report in
9 2019 instead. In this subsection, "asset report" means the report required by AS 10.40.105, as
10 amended by sec. 37 of this Act.

11 (d) A for-profit corporation that is scheduled to pay a corporation tax under
12 AS 10.06.845, as that section read on the day before the effective date of sec. 12 of this Act,
13 in 2016 shall pay the corporation tax under AS 10.06.845, as amended by sec. 12 of this Act,
14 in 2018. A for-profit corporation that is scheduled to pay a corporation tax in 2017 under
15 AS 10.06.845, as that section read on the day before the effective date of sec. 12 of this Act,
16 shall pay the corporation tax under AS 10.06.845, as amended by sec. 12 of this Act, in 2019.

17 (e) A cooperative that is scheduled to pay a biennial fee under AS 10.15.530, as that
18 section read on the day before the effective date of sec. 23 of this Act, in 2016 shall pay the
19 corporation tax under AS 10.15.530, as amended by sec. 23 of this Act, in 2018. A
20 cooperative that is scheduled to pay a biennial fee in 2017 under AS 10.15.530, as that section
21 read on the day before the effective date of sec. 23 of this Act, shall pay the biennial fee under
22 AS 10.15.530, as amended by sec. 23 of this Act, in 2019.

23 (f) In this section,

24 (1) "biennial report" means, for a

25 (A) cooperative, the biennial report required by AS 10.15.320, as that
26 section read on the day before the effective date of sec. 19 of this Act;

27 (B) corporation formed under AS 10.40, the biennial report required by
28 AS 10.40.105, as that section read on the day before the effective date of sec. 37 of
29 this Act;

30 (C) for-profit corporation, the biennial report required by
31 AS 10.06.805, as that section read on the day before the effective date of sec. 4 of this

1 Act;

2 (D) limited liability company and a foreign limited liability company,
3 the biennial report required by AS 10.50.750, as that section read on the day before the
4 effective date of sec. 41 of this Act;

5 (E) limited liability partnership and a foreign limited liability
6 partnership, the biennial report required by AS 32.06.913, as that section read on the
7 day before the effective date of sec. 46 of this Act;

8 (F) nonprofit corporation, the biennial report required by
9 AS 10.20.620, as that section read on the day before the effective date of sec. 30 of
10 this Act;

11 (2) "cooperative" has the meaning given in AS 10.15.595;

12 (3) "foreign limited liability company" has the meaning given in
13 AS 10.50.990;

14 (4) "foreign limited liability partnership" has the meaning given in
15 AS 32.06.995;

16 (5) "for-profit corporation" means a domestic corporation or a foreign
17 corporation; in this paragraph, "domestic corporation" and "foreign corporation" have the
18 meanings given in AS 10.06.990;

19 (6) "limited liability company" has the meaning given in AS 10.50.990;

20 (7) "limited liability partnership" has the meaning given in AS 32.06.995;

21 (8) "nonprofit corporation" has the meaning given in AS 10.20.920;

22 (9) "status report," for a

23 (A) cooperative corporation, has the meaning given to "status report"
24 in AS 10.15.595, as amended by sec. 25 of this Act;

25 (B) for-profit corporation, has the meaning given to "status report" in
26 AS 10.06.990, as amended by sec. 18 of this Act;

27 (C) limited liability company and a foreign limited liability company,
28 has the meanings given to "status report" in AS 10.50.990, as amended by sec. 45 of
29 this Act;

30 (D) limited liability partnership and a foreign limited liability
31 partnership, has the meaning given to "status report" in AS 32.06.995, as amended by

1 sec. 48 of this Act;

2 (E) nonprofit corporation, has the meaning given to "status report" in
3 AS 10.20.920, as amended by sec. 36 of this Act.

4 * **Sec. 51.** The uncodified law of the State of Alaska is amended by adding a new section to
5 read:

6 TRANSITION: REGULATIONS. The Department of Commerce, Community, and
7 Economic Development may adopt regulations necessary to implement this Act. The
8 regulations take effect under AS 44.62 (Administrative Procedure Act), but not before
9 January 1, 2016.

10 * **Sec. 52.** Section 51 of this Act takes effect immediately under AS 01.10.070(c).

11 * **Sec. 53.** Except as provided in sec. 52 of this Act, this Act takes effect January 1, 2016.