

REFERENCE TITLE: **posting of notices; websites**

State of Arizona
House of Representatives
Forty-ninth Legislature
Second Regular Session
2010

HB 2244

Introduced by
Representative Biggs

AN ACT

AMENDING SECTIONS 10-203, 10-224, 10-1007, 10-1008, 10-1503, 10-3203, 10-3224, 10-11006, 10-11007, 10-11008, 29-633, 29-635, 29-754, 29-1103 AND 39-204, ARIZONA REVISED STATUTES; RELATING TO ELECTRONIC POSTING OF NOTICES.

(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 delivered to
8 the commission for filing.

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

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

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

24 Sec. 2. Section 10-224, Arizona Revised Statutes, is amended to read:

25 10-224. Recording and posting of articles of domestication

26 ~~Within sixty days~~ After the commission approves the filing of the
27 articles of domestication, **THE COMMISSION SHALL POST** a copy of the articles
28 of domestication ~~shall be published. An affidavit evidencing the publication~~
29 ~~may be filed with the commission~~ **ON THE COMMISSION'S WEBSITE**. If other laws
30 require the domesticated corporation to record its articles of incorporation,
31 the domesticated corporation shall also record the articles of domestication.

32 Sec. 3. Section 10-1007, Arizona Revised Statutes, is amended to read:

33 10-1007. Restated articles of incorporation

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

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

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

1 D. A corporation restating its articles of incorporation shall deliver
2 to the commission for filing articles of restatement setting forth the name
3 of the corporation and the text of the restated articles of incorporation
4 together with a certificate setting forth:

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

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

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

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

15 G. ~~Within sixty days~~ After the commission approves the filing, **THE**
16 **COMMISSION SHALL POST** a copy of the articles of restatement ~~shall be~~
17 ~~published. An affidavit evidencing the publication may be filed with the~~
18 ~~commission~~ **ON THE COMMISSION'S WEBSITE.**

19 Sec. 4. Section 10-1008, Arizona Revised Statutes, is amended to read:

20 **10-1008. Amendment pursuant to reorganization**

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

27 B. Before the date of entry of a final decree in the reorganization
28 proceeding, the individual or individuals designated by the plan shall
29 deliver to the commission for filing articles of amendment setting forth all
30 of the following:

31 1. The name of the corporation.

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

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

35 4. The title of the reorganization proceeding in which the order or
36 decree was entered.

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

39 C. Shareholders of a corporation undergoing reorganization do not have
40 dissenters' rights except as and to the extent provided in the reorganization
41 plan.

42 D. This section does not apply after entry of a final decree in the
43 reorganization proceeding even though the court retains jurisdiction of the
44 proceeding for limited purposes unrelated to consummation of the
45 reorganization plan.

1 E. ~~Within sixty days~~ After the commission approves the filing, THE
2 COMMISSION SHALL POST a copy of the articles of amendment ~~shall be published.~~
3 ~~An affidavit evidencing the publication may be filed with the commission ON~~
4 THE COMMISSION'S WEBSITE.

5 Sec. 5. Section 10-1503, Arizona Revised Statutes, is amended to read:
6 10-1503. Application for authority to transact business

7 A. A foreign corporation may apply for authority to transact business
8 in this state by delivering an application and a certificate of disclosure to
9 the commission for filing. The certificate of disclosure shall contain the
10 information set forth in section 10-202, subsection D and is subject to the
11 requirements of section 10-202, subsection F. The application shall be
12 executed by the corporation and shall set forth:

13 1. The name of the foreign corporation and, if its name is unavailable
14 for use in this state, a corporate name that satisfies the requirements of
15 section 10-1506.

16 2. The name of the state or country under whose law it is
17 incorporated.

18 3. Its date of incorporation and period of duration.

19 4. The street address of its principal office in its state or country
20 of incorporation.

21 5. The street address of the proposed known place of business of the
22 corporation in this state and the name and street address of its proposed
23 statutory agent in this state.

24 6. If its purpose or purposes are narrower than the transaction of any
25 or all lawful business in which corporations may engage in the state or
26 country under whose law it is incorporated, a statement of the limitations on
27 its purpose.

28 7. The names and usual business addresses of its current directors and
29 officers.

30 8. A statement of the aggregate number of shares that the corporation
31 has authority to issue, itemized by classes, par value of shares, shares
32 without par value and series, if any, within a class.

33 9. A statement of the aggregate number of issued shares itemized by
34 classes, par value of shares, shares without par value and series, if any,
35 within a class.

36 10. A brief statement of the character of business that the corporation
37 initially intends actually to conduct in this state. This statement does not
38 limit the character of business that the corporation ultimately conducts.

39 B. The foreign corporation shall deliver the application and the
40 certificate of disclosure to the commission, together with a copy of its
41 articles of incorporation, any amendments to the articles of incorporation
42 and a certificate of existence or a document of similar import duly
43 authenticated by the secretary of state or other official having custody of
44 corporate records in the state or country under whose law it is incorporated,
45 and the nonrefundable fees required by law.

1 C. After determining that the application sets forth the information
2 required by this section, does not use as the name of the corporation in this
3 state a name that is in violation of section 10-1506 and appears in all other
4 respects to conform to the requirements of this article, the commission shall
5 file the application. The date of filing shall be the date on which the
6 corporation is granted authority to transact business in this state.

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

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

13 Sec. 6. Section 10-3203, Arizona Revised Statutes, is amended to read:

14 10-3203. Incorporation

15 A. Unless a delayed effective date is specified in the articles of
16 incorporation, incorporation occurs and the corporate existence begins when
17 the articles of incorporation and certificate of disclosure are delivered to
18 the commission for filing.

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

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

30 D. ~~Within sixty days~~ After the commission approves the filing, THE
31 COMMISSION SHALL POST a copy of the articles of incorporation ~~shall be~~
32 ~~published. An affidavit evidencing the publication may be filed with the~~
33 ~~commission~~ ON THE COMMISSION'S WEBSITE.

34 Sec. 7. Section 10-3224, Arizona Revised Statutes, is amended to read:

35 10-3224. Recording and posting of articles of domestication

36 ~~Within sixty days~~ After the commission approves the filing of the
37 articles of domestication, THE COMMISSION SHALL POST a copy of the articles
38 of domestication ~~shall be published. An affidavit evidencing the publication~~
39 ~~may be filed with the commission~~ ON THE COMMISSION'S WEBSITE. If other laws
40 require the domesticated corporation to record its articles of incorporation,
41 the domesticated corporation shall also record the articles of domestication.

1 Sec. 8. Section 10-11006, Arizona Revised Statutes, is amended to
2 read:

3 10-11006. Articles of amendment

4 A. A corporation amending its articles of incorporation shall deliver
5 to the commission for filing articles of amendment setting forth:

- 6 1. The name of the corporation.
- 7 2. The text of each amendment adopted.
- 8 3. The date of each amendment's adoption.
- 9 4. A statement that the amendment was duly adopted by act of the
10 members or act of the board of directors and, if applicable, with the
11 approval required pursuant to section 10-11030.

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

16 Sec. 9. Section 10-11007, Arizona Revised Statutes, is amended to
17 read:

18 10-11007. Restated articles of incorporation

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

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

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

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

38 E. A corporation restating its articles of incorporation shall deliver
39 to the commission for filing articles of restatement setting forth the name
40 of the corporation and the text of the restated articles of incorporation
41 together with a certificate setting forth:

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

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

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

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

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

11 H. ~~Within sixty days~~ After the commission approves the filing, **THE**
12 **COMMISSION SHALL POST** a copy of the articles of restatement ~~shall be~~
13 ~~published. An affidavit evidencing the publication may be filed with the~~
14 ~~commission~~ **ON THE COMMISSION'S WEBSITE.**

15 Sec. 10. Section 10-11008, Arizona Revised Statutes, is amended to
16 read:

17 10-11008. Amendment pursuant to reorganization

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

24 B. Before the date of entry of a final decree in the reorganization
25 proceeding, the individual or individuals designated by the court plan shall
26 deliver to the commission articles of amendment setting forth all of the
27 following:

28 1. The name of the corporation.

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

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

32 4. The title of the reorganization proceeding in which the order or
33 decree was entered.

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

36 C. This section does not apply after entry of a final decree in the
37 reorganization proceeding even though the court retains jurisdiction of the
38 proceeding for limited purposes unrelated to consummation of the
39 reorganization plan.

40 D. ~~Within sixty days~~ After the commission approves the filing, **THE**
41 **COMMISSION SHALL POST** a copy of the articles of amendment ~~shall be published.~~
42 ~~An affidavit evidencing the publication may be filed with the commission ON~~
43 ~~THE COMMISSION'S WEBSITE.~~

1 Sec. 11. Section 29-633, Arizona Revised Statutes, is amended to read:
2 29-633. Amendment of articles of organization; restatement;
3 posting

4 A. The articles of organization of a limited liability company are
5 amended by filing with the commission the articles of amendment, signed on
6 behalf of the limited liability company by a manager if management of the
7 limited liability company is vested in one or more managers or by a member if
8 management of the limited liability company is reserved to the members. The
9 articles of amendment shall set forth:

- 10 1. The name of the limited liability company.
11 2. The text of the amendment to the articles of organization.

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

16 1. Any arrangements or facts have changed making the articles of
17 organization inaccurate in any respect other than those changes required to
18 be set forth in a statement delivered to the commission pursuant to section
19 29-605.

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

22 3. Management of the limited liability company is vested in a manager
23 or managers and there is a change in the persons who are managers or in the
24 members who own a twenty per cent or greater interest in the capital or
25 profits interest of the limited liability company.

26 C. A limited liability company may amend its articles of organization
27 if its articles of organization as amended contain only provisions that may
28 be lawfully contained in the articles of organization at the time of making
29 the amendment. In particular and without limitation on the general power of
30 amendment, a limited liability company may amend its articles of organization
31 to:

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

33 2. Change, enlarge or diminish the purposes of the limited liability
34 company.

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

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

40 D. A limited liability company may restate its articles of
41 organization. Restated articles of organization shall be executed and filed
42 in the same manner as articles of amendment. Restated articles of
43 organization shall be specifically designated as such in the heading and
44 shall state either in the heading or in an introductory paragraph the limited

1 liability company's present name and, if it has been changed, all of its
2 former names.

3 E. A limited liability company that has not amended its articles of
4 organization as required by this section may not maintain an action upon or
5 on account of a contract or transaction made in the name of the limited
6 liability company in any court of this state until it has first amended its
7 articles of organization as required by this section. No person has any
8 liability because an amendment to articles of organization has not been filed
9 to reflect the occurrence of any event prescribed by subsection B of this
10 section if the amendment is filed within the thirty-day period specified in
11 subsection B of this section.

12 F. ~~Within sixty days~~ After the commission approves the filing, **THE**
13 **COMMISSION SHALL POST** a copy of the articles of amendment or restated
14 articles of organization **ON THE COMMISSION'S WEBSITE.** ~~shall be published in~~
15 ~~a newspaper of general circulation in the county of the known place of~~
16 ~~business for three consecutive publications. An affidavit evidencing~~
17 ~~publication may be filed with the commission. Publication is not required if~~
18 ~~amendments to the articles of organization or restated articles of~~
19 ~~organization only change any of the following:~~

- 20 ~~1. The name or address of members or managers.~~
- 21 ~~2. The known place of business address.~~
- 22 ~~3. The name or address of the statutory agent.~~

23 Sec. 12. Section 29-635, Arizona Revised Statutes, is amended to read:
24 **29-635. Formation of limited liability company**

25 A. Except as provided in section 29-634, subsection D, a limited
26 liability company is formed when the articles of organization are delivered
27 to the commission for filing, even if the commission is unable to make the
28 determination required for filing by section 29-634, subsection A at the time
29 of delivery. If the articles of organization, as delivered to the
30 commission, do not conform to the filing provisions of this chapter and are
31 not brought into conformance within the time period prescribed by section
32 29-634, subsection C, paragraph 2, the existence of the limited liability
33 company terminates at the end of the time period.

34 B. A copy of the articles of organization that is filed with the
35 commission and that is stamped "filed" and marked with the filing date is
36 conclusive evidence that all conditions precedent required to be performed by
37 the organizers have been complied with and that the limited liability company
38 has been legally organized and formed under this chapter. A limited
39 liability company continues perpetually unless otherwise provided in its
40 articles of organization or operating agreement or until the limited
41 liability company is dissolved and terminated in accordance with this
42 chapter.

43 C. ~~Within sixty days~~ After the commission approves the filing, ~~there~~
44 ~~shall be published in a newspaper of general circulation in the county of the~~
45 ~~known place of business, for three consecutive publications, a notice of the~~

1 ~~filing of such~~ THE COMMISSION SHALL POST THE articles of organization
2 consisting of the information required in section 29-632, subsection A,
3 paragraphs 1, 2, 3, 5 and 6. ~~An affidavit evidencing publication may be~~
4 ~~filed with the commission~~ ON THE COMMISSION'S WEBSITE.

5 Sec. 13. Section 29-754, Arizona Revised Statutes, is amended to read:
6 29-754. Articles of merger or consolidation

7 A. A business entity that survives or results from a merger or
8 consolidation pursuant to this article shall file articles of merger or
9 consolidation with the commission. The articles of merger or consolidation
10 shall:

11 1. Include the plan of merger or consolidation or state that the plan
12 of merger or consolidation is on file at a place of business of the surviving
13 or resulting business entity, including the address of the place of business,
14 and that the surviving or resulting business entity will provide a copy of
15 the plan of merger or consolidation on request and without cost to any person
16 who holds an interest in a business entity that is a party to the merger or
17 consolidation.

18 2. State that each business entity that is a party to the merger or
19 consolidation approved a plan of merger or consolidation in the manner
20 provided by law.

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

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

25 (a) The surviving or resulting business entity agrees that it may be
26 served with process in this state in an action, suit or proceeding for the
27 enforcement of any obligation of any business entity that was organized under
28 the laws of this state and that is a party to the merger or consolidation and
29 for the enforcement of any obligation of the surviving or resulting business
30 entity arising from the merger or consolidation.

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

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

38 B. The articles of merger or consolidation shall be duly executed as
39 follows:

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

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

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

4 D. If the articles of merger include amendments to the articles of
5 organization, the document shall be ~~published~~ DELIVERED TO THE COMMISSION AND
6 POSTED ON THE COMMISSION'S WEBSITE as provided in section 29-633. The
7 document required to be filed and ~~published~~ POSTED shall be styled "articles
8 of amendment and merger".

9 Sec. 14. Section 29-1103, Arizona Revised Statutes, is amended to
10 read:

11 29-1103. Posting and annual reports

12 A. ~~Within sixty days~~ After the filing with the secretary of state of a
13 statement of qualification, ~~there shall be published in a newspaper of~~
14 ~~general circulation in the county of the limited liability partnership's~~
15 ~~chief executive office, or if the limited liability partnership's chief~~
16 ~~executive office is not located in this state, in the county of the limited~~
17 ~~liability partnership's office in this state, or if none, the county of the~~
18 ~~limited liability company's statutory agent, for three consecutive~~
19 ~~publications,~~ THE SECRETARY OF STATE SHALL POST a copy of the statement of
20 qualification. ~~An affidavit evidencing publication shall be filed with the~~
21 ~~secretary of state within ninety days after the filing of the statement of~~
22 ~~qualification~~ ON THE SECRETARY OF STATE'S WEBSITE.

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

27 1. The name of the limited liability partnership and the state or
28 country under whose laws the foreign limited liability partnership is formed
29 or created.

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

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

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

38 D. The secretary of state may administratively revoke the statement of
39 qualification of a partnership or limited partnership if the secretary of
40 state determines that the statement of qualification does not conform to the
41 filing provisions of this article or if the limited liability partnership
42 fails to ~~file an affidavit of publication within the time required by~~
43 ~~subsection A of this section or~~ file an annual report when due or to pay the
44 required filing fee. The secretary of state must provide the limited
45 liability partnership at least sixty days' written notice of the intent to

1 revoke the statement. The notice shall be mailed to the limited liability
2 partnership at its office set forth in the last filed statement of
3 qualification or annual report. The notice must specify the nonconformance,
4 ~~the affidavit of publication that has not been filed~~, the annual reports that
5 have not been filed, or the fees that have not been paid, and the future
6 effective date of revocation. The revocation will not be effective if the
7 specified filing requirements, ~~affidavit of publication~~ or annual reports are
8 filed and the specified fees are paid prior to the specified effective date
9 of revocation.

10 E. A revocation under subsection D of this section only affects a
11 partnership's or limited partnership's status as a limited liability
12 partnership and does not constitute an event of dissolution of the
13 partnership or limited partnership.

14 F. A partnership or limited partnership whose statement has been
15 administratively revoked may apply to the secretary of state for
16 reinstatement within two years after the effective date of the revocation.
17 The application shall recite the name of the partnership or limited
18 partnership and the effective date of the revocation and state that the
19 grounds for revocation either did not exist or have been corrected. If
20 another corporation or partnership has adopted the name of the limited
21 liability partnership or another person has adopted the name of the limited
22 liability partnership as a trade name, the application shall be accompanied
23 by an amendment to the statement of foreign qualification that is in
24 accordance with section 29-1105 and that adopts a new name for the limited
25 liability partnership that complies with section 29-1102.

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

30 H. An amendment to the statement of qualification shall be filed by a
31 limited liability partnership or foreign limited liability partnership not
32 later than sixty days after the occurrence of any of the following:

33 1. A change in the name of the limited liability partnership.

34 2. A change in the address of the chief executive office of the
35 partnership.

36 3. The partnership or limited partnership has knowledge that a
37 material statement in the statement of qualification was false or inaccurate
38 when made or that any facts described therein have changed, making the
39 statement of qualification inaccurate in any material respect.

40 I. An amendment to the statement of qualification may be filed for any
41 other proper purpose. The filing of a statement of cancellation by or on
42 behalf of a partnership or limited partnership pursuant to this section shall
43 be effective only to cancel the partnership's or limited partnership's
44 qualification as a limited liability partnership and, unless it specifically
45 so provides, shall not indicate the dissolution of the partnership or limited

1 partnership. Upon any revocation or the filing of any statement of
2 cancellation, the secretary of state shall be the agent for service of
3 process in any action, suit or proceeding based upon any cause of action
4 arising during the time the limited liability partnership was qualified under
5 section 29-1101 or the foreign limited liability partnership was authorized
6 to transact business in this state.

7 Sec. 15. Section 39-204, Arizona Revised Statutes, is amended to read:
8 39-204. Publication of notice; time; place

9 A. ~~When~~ IF publication of a notice in a newspaper is directed or
10 authorized by law, it shall be in a newspaper of general circulation printed
11 in English.

12 B. If the number of times the notice is to be published is not
13 specified, publication shall be:

14 1. If in a weekly newspaper, once each week for two consecutive weeks.

15 2. If in a daily newspaper, four consecutive times.

16 3. IF ON AN OFFICIAL WEBSITE OF A CITY, TOWN OR COUNTY, FOR FOURTEEN
17 CONSECUTIVE DAYS.

18 C. If the place of publication of the notice is not specified,
19 publication shall be:

20 1. If by a state officer, board,~~—~~ or commission, in a newspaper
21 printed and published within the county where the state capital is located.

22 2. If ~~by a county officer, board, or commission, or~~ by any person in a
23 county, in a newspaper printed and published within ~~such~~ THE county. IF BY A
24 COUNTY OFFICER, BOARD OR COMMISSION, IN A NEWSPAPER PRINTED AND PUBLISHED
25 WITHIN THE COUNTY OR ON AN OFFICIAL WEBSITE OF THE COUNTY. If no such
26 newspaper is printed and published within the county, publication may be made
27 IN THE COUNTY in a newspaper of general circulation ~~in the county which~~ THAT
28 is printed in an adjoining county.

29 3. If ~~by a district, city or town officer, board, or commission, or~~ by
30 any person in a district, city or town, in a newspaper printed and published
31 within the territorial limits ~~thereof~~ OF THE DISTRICT, CITY OR TOWN. IF BY A
32 DISTRICT, CITY OR TOWN, BOARD OR COMMISSION, IN A NEWSPAPER PRINTED AND
33 PUBLISHED WITHIN THE TERRITORIAL LIMITS OF THE DISTRICT, CITY OR TOWN OR ON
34 AN OFFICIAL WEBSITE OF THE DISTRICT, CITY OR TOWN OR OTHER THIRD PARTY IF
35 THERE IS A PUBLICATION IN THE NEWSPAPER INCLUDING THE WEBSITE ADDRESS AND THE
36 SUBJECT MATTER OF THE NOTICE. If no such newspaper is printed and published
37 within the limits ~~thereof~~ OF THE DISTRICT, CITY OR TOWN, publication may be
38 made in a newspaper printed and published in the county in which the
39 district, city or town is located.

40 D. IF A CITY, TOWN OR COUNTY OR A BOARD OR COMMISSION OF A CITY, TOWN
41 OR COUNTY IS REQUIRED BY LAW TO PUBLISH A NOTICE IN A NEWSPAPER, THE CITY,
42 TOWN OR COUNTY, BOARD OR COMMISSION MAY FULFILL THIS REQUIREMENT BY POSTING
43 THE NOTICE ON AN OFFICIAL WEBSITE OF THE CITY, TOWN OR COUNTY IF THERE IS A
44 PUBLICATION IN THE NEWSPAPER INCLUDING THE WEBSITE ADDRESS AND THE SUBJECT
45 MATTER OF THE NOTICE.