

## 1 SENATE BILL NO. 429

2 INTRODUCED BY A. WITTICH

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4 A BILL FOR AN ACT ENTITLED: "AN ACT REVISING LAWS ON REINSTATEMENT OF A LIMITED LIABILITY  
5 COMPANY FOLLOWING ADMINISTRATIVE DISSOLUTION; AUTHORIZING A REINSTATEMENT FEE;  
6 AMENDING SECTION 35-8-912, MCA; AND PROVIDING AN IMMEDIATE EFFECTIVE DATE."

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8 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:

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10 **Section 1.** Section 35-8-912, MCA, is amended to read:

11 **"35-8-912. Reinstatement following administrative dissolution.** (1) A limited liability company  
12 administratively dissolved may apply to the secretary of state for reinstatement within 5 years after the effective  
13 date of dissolution. The applicant shall file an official application. The application must:

14 (a) recite the name of the company and the effective date of its administrative dissolution;

15 (b) state that the ground for dissolution either did not exist or has been eliminated;

16 (c) state that the company's name satisfies the requirements of 35-8-103;

17 (d) contain a certificate from the department of revenue reciting that all taxes owed by the company have  
18 been paid unless a limited liability company has only one member and has not elected to be taxed as a  
19 corporation; and

20 (e) include all annual reports not yet filed with the secretary of state.

21 (2) If the secretary of state determines that the application contains the information required by  
22 subsection (1) and that the information is correct, the secretary of state shall cancel the certificate of dissolution,  
23 prepare a certificate of reinstatement that recites this determination and the effective date of reinstatement, file  
24 the original of the certificate, and serve the company with a copy of the certificate.

25 (3) When reinstatement is effective, it relates back to and takes effect as of the effective date of the  
26 administrative dissolution, and the company may resume its business as if the administrative dissolution had not  
27 occurred.

28 (4) Pursuant to 2-15-405, the secretary of state may charge a fee for preparation of a certificate of  
29 reinstatement."

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