

Amendment No. 1 to HB2337

**Marsh
Signature of Sponsor**

AMEND Senate Bill No. 1871*

House Bill No. 2337

by deleting all language after the enacting clause and substituting instead the following:

SECTION 1. Tennessee Code Annotated, Title 48, Chapter 24, Part 2, is amended by adding the following language as a new section:

A corporation that has been administratively dissolved by the expiration of its period of duration may reinstate within one (1) year of the expiration of the period of duration by:

- (1) Amending its charter to extend its period of duration or set the period of duration to perpetual; and
- (2) Filing an application for reinstatement following administrative dissolution pursuant to § 48-24-203.

SECTION 2. Tennessee Code Annotated, Section 48-60-108, is amended by deleting subsection (c) in its entirety and substituting instead the following:

(c) Unless a corporation, after notifying the attorney general and reporter, obtains an appropriate order of a court of competent jurisdiction under the law of this state on cy pres or otherwise dealing with the nondiversion of charitable assets, an amendment of its charter may not affect:

- (1) Any restriction imposed upon property held by the corporation by virtue of any trust under which it holds that property; or
- (2) The existing rights of persons other than its members.

SECTION 3. Tennessee Code Annotated, Section 48-60-206, is amended by deleting the language "charter" and substituting instead the language "bylaws" wherever it appears.

Amendment No. 1 to HB2337

**Marsh
Signature of Sponsor**

AMEND Senate Bill No. 1871*

House Bill No. 2337

SECTION 4. Tennessee Code Annotated, Title 48, Chapter 64, Part 2, is amended by adding the following language as a new section:

A nonprofit corporation that has been administratively dissolved by the expiration of its period of duration may reinstate within one (1) year of the expiration of the period of duration by:

(1) Amending its charter to extend its period of duration or set the period of duration to perpetual; and

(2) Filing an application for reinstatement following administrative dissolution pursuant to § 48-64-203.

SECTION 5. Tennessee Code Annotated, Section 48-245-101, is amended by deleting subdivision (a)(1) in its entirety and substituting instead the following:

(1) If a period is fixed in the articles for the duration of the LLC, upon the expiration of that period, except that, in the case of a LLC that is administratively dissolved pursuant to § 48-245-301 by reason of the expiration of that period of duration, the LLC may be reinstated pursuant to § 48-245-303;

SECTION 6. Tennessee Code Annotated, Section 48-245-301, is amended by adding the following new subdivision:

(7) A period is fixed in the articles of organization for the duration of the LLC, upon the expiration of that period, but if no such period is set forth in the articles, then the LLC shall have a perpetual existence.

SECTION 7. Tennessee Code Annotated, Title 48, Chapter 245, Part 3, is amended by adding the following language as a new section:

A LLC that has been administratively dissolved by the expiration of its period of duration may reinstate within one (1) year of the expiration of the period of duration by:

- (1) Amending its articles of organization to extend its period of duration or set the period of duration to perpetual; and
- (2) Filing an application for reinstatement following administrative dissolution pursuant to § 48-245-303.

SECTION 8. Tennessee Code Annotated, Section 48-245-401, is amended by deleting subsection (a) and substituting instead the following:

(a) **Contents.** If dissolution of the LLC is approved pursuant to § 48-245-202(a), or it occurs under § 48-245-101(a)(5), the LLC shall file with the secretary of state a notice of dissolution, unless the existence and business of the LLC is continued pursuant to § 48-245-101(b). The notice must contain:

- (1) The name of the LLC; and
- (2)

(A) If the dissolution is approved pursuant to § 48-245-202(b), the date of the meeting at which the resolution was approved, and a statement that the requisite vote of the members was received, or that members validly took action without a meeting; or

(B) If the dissolution occurs under § 48-245-101(a)(5), by the termination of a membership interest of a member, a statement that the continued membership of a member has terminated, and the date of that termination.

SECTION 9. Tennessee Code Annotated, Section 48-249-601, is amended by deleting subdivision (a)(1) in its entirety and substituting instead the following:

(1) If a period is fixed in the articles for the duration of the LLC, upon the expiration of that period, except that, in the case of an LLC that is administratively

dissolved pursuant to § 48-249-604 by reason of the expiration of that period of duration, the LLC may be reinstated pursuant to § 48-249-606;

SECTION 10. Tennessee Code Annotated, Section 48-249-604, is amended adding the following new subdivision:

(7) A period is fixed in the articles of organization for the duration of the LLC, upon the expiration of that period, but if no such period is set forth in the articles, then the LLC shall have a perpetual existence.

SECTION 11. Tennessee Code Annotated, Section 48-249-609, is amended by deleting subsection (a) in its entirety and substituting instead the following:

(a) **Notice of Dissolution.** If dissolution of the LLC is approved under § 48-249-603, or if it occurs under § 48-249-601(a)(2) or (a)(7), the LLC shall file a notice of dissolution with the secretary of state. The notice shall contain:

(1) The name of the LLC; and

(2)

(A) If the dissolution is approved under § 48-249-603(b), a statement that the requisite vote of the members was received, or that members validly took action without a meeting; or

(B) If the dissolution occurs under § 48-249-601(a)(2) or (a)(7), a brief statement of the event that caused the dissolution and the date of that event.

SECTION 12. Tennessee Code Annotated, Title 48, Chapter 249, Part 6, is amended by adding the following language as a new section:

A LLC that has been administratively dissolved by the expiration of its period of duration may reinstate within one (1) year of the expiration of the period of duration by:

(1) Amending its articles of organization to extend its period of duration or set the period of duration to perpetual; and

(2) Filing an application for reinstatement following administrative dissolution pursuant to § 48-249-606.

SECTION 13. The headings to sections in this act are for reference purposes only and do not constitute a part of the law enacted by this act. However, the Tennessee Code Commission is requested to include the headings in any compilation or publication containing this act.

SECTION 14. This act shall take effect July 1, 2016, the public welfare requiring it.