

AMENDED IN ASSEMBLY MARCH 19, 2013

CALIFORNIA LEGISLATURE—2013–14 REGULAR SESSION

**ASSEMBLY BILL**

**No. 367**

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**Introduced by Assembly Member Brown**

February 14, 2013

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An act to amend Section 17060 of the Corporations Code, relating to limited liability companies.

LEGISLATIVE COUNSEL'S DIGEST

AB 367, as amended, Brown. Limited liability companies: filings.

Existing law provides for the formation and governance of various business entities, including, but not limited to, limited liability companies. Existing law requires a limited liability company to *biennially* file, *during the company's applicable filing period*, a specified ~~documents form~~ disclosing information regarding the company with the Secretary of State. Existing law specifies the information to be provided by the limited liability company in the filings, including, but not limited to, the name of the limited liability company and the Secretary of State's file number.

This bill would ~~make a technical, nonsubstantive change to this provision.~~ *instead require a limited liability company to annually file the specified informational form and would revise the applicable filing period for limited liability companies.*

Vote: majority. Appropriation: no. Fiscal committee: ~~no~~-yes.  
State-mandated local program: no.

*The people of the State of California do enact as follows:*

1 SECTION 1. Section 17060 of the Corporations Code is  
2 amended to read:

3 17060. (a) Every limited liability company and every foreign  
4 limited liability company registered to transact intrastate business  
5 in this state shall file within 90 days after the filing of its original  
6 articles of organization and ~~biennially~~ *annually* thereafter during  
7 the applicable filing period, on a form prescribed by the Secretary  
8 of State, a statement containing:

9 (1) The name of the limited liability company and the Secretary  
10 of State's file number and, in the case of a foreign limited liability  
11 company, the state under the laws of which it is organized.

12 (2) The name and street address of the agent for service of  
13 process required to be maintained pursuant to subdivision (b) of  
14 Section 17057. If a corporate agent is designated, only the name  
15 of the agent shall be set forth.

16 (3) The street address of its principal executive office. In the  
17 case of a domestic limited liability company, the street address of  
18 the office required to be maintained pursuant to Section 17057,  
19 and in the case of a foreign limited liability company, the street  
20 address of its principal business office in this state, if any.

21 (4) The mailing address of the limited liability company or  
22 foreign limited liability company, if different from the street  
23 address of its principal executive office or principal business  
24 address in this state, or in the case of a domestic limited liability  
25 company, the office required to be maintained pursuant to Section  
26 17057.

27 (5) The name and complete business or residence addresses of  
28 any manager or managers and the chief executive officer, if any,  
29 appointed or elected in accordance with the articles of organization  
30 or operating agreement or, if no manager has been so elected or  
31 appointed, the name and business or residence address of each  
32 member.

33 (6) If the limited liability company chooses to receive renewal  
34 notices and any other notifications from the Secretary of State by  
35 electronic mail instead of by United States mail, the limited liability  
36 company shall include a valid electronic mail address for the  
37 limited liability company or for the limited liability company's  
38 designee to receive those notices.

1 (7) The general type of business that constitutes the principal  
2 business activity of the limited liability company (for example,  
3 manufacturer of aircraft; retail department store; or wholesale  
4 liquor distributor).

5 (b) If there has been no change in the information in the last  
6 filed statement of the limited liability company on file in the  
7 Secretary of State's office, the limited liability company may, in  
8 lieu of filing the statement required by subdivision (a), advise the  
9 Secretary of State, on a form prescribed by the Secretary of State,  
10 that no changes in the required information have occurred during  
11 the applicable filing period.

12 (c) For the purposes of this section, the applicable filing period  
13 for a limited liability company shall be the calendar month during  
14 ~~which its original articles of organization were filed or, in the case~~  
15 ~~of a foreign limited liability company, the month during which its~~  
16 ~~application for registration was filed, and the immediately~~  
17 ~~preceding five calendar months.~~ *coincide with the limited liability*  
18 *company's due date for their filing requirement, including*  
19 *extensions, with the Franchise Tax Board and shall file and be*  
20 *part of the company's tax return, as required by Chapter 2*  
21 *(commencing with Section 18501) of Part 10.2 of Division 2 of the*  
22 *Revenue and Taxation Code.* The Secretary of State shall provide  
23 a notice to each limited liability company to comply with this  
24 section approximately three months prior to the close of the  
25 applicable filing period. The notice shall state the due date for  
26 compliance and shall be sent to the last address of the limited  
27 liability company according to the records of the Secretary of State  
28 or to the last electronic mail address according to the records of  
29 the Secretary of State if the limited liability company has elected  
30 to receive notices from the Secretary of State by electronic mail.  
31 The failure of the limited liability company to receive the form  
32 shall not exempt the limited liability company from complying  
33 with this section.

34 (d) Whenever any of the information required by subdivision  
35 (a) changes, other than the name and address of the agent for  
36 service of process, or whenever the street address, mailing address,  
37 or electronic mail address of the limited liability company changes,  
38 the limited liability company may file a current statement  
39 containing all the information required by subdivision (a).  
40 Whenever changing its agent for service of process or whenever

1 the address of the agent changes, or whenever the street address,  
2 mailing address, or electronic mail address of the limited liability  
3 company changes, the limited liability company shall file a current  
4 statement containing all the information required by subdivision  
5 (a). Whenever any statement is filed pursuant to this section, that  
6 statement supersedes any previously filed statement pursuant to  
7 this section, the statement in the original articles of organization,  
8 and the statement in any previously filed restated articles of  
9 organization that have been filed, or in the case of a foreign limited  
10 liability company, in the application for registration.

11 (e) The Secretary of State may destroy or otherwise dispose of  
12 any statement filed pursuant to this section after it has been  
13 superseded by the filing of a new statement.

14 (f) This section shall not be construed to place any person  
15 dealing with the limited liability company on notice of, or under  
16 any duty to inquire about, the existence or content of a statement  
17 filed pursuant to this section.