

ASSEMBLY, No. 1450

STATE OF NEW JERSEY

219th LEGISLATURE

PRE-FILED FOR INTRODUCTION IN THE 2020 SESSION

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Assemblymen Rooney, Bramnick, Dancer, DiMaio, DeAngelo, Thomson,

Assemblywoman DiMaso, Assemblyman McGuckin and Assemblywoman N.Munoz

SYNOPSIS

Requires limited liability companies to make certain disclosures concerning ownership.

CURRENT VERSION OF TEXT

Introduced Pending Technical Review by Legislative Counsel.



1 **AN ACT** concerning limited liability companies and amending
2 P.L.2012, c.50.

3

4 **BE IT ENACTED** *by the Senate and General Assembly of the State*
5 *of New Jersey:*

6

7 1. Section 26 of P.L.2012, c.50 (C.42:2C-26) is amended to
8 read as follows:

9 26. Annual Report for Filing Office.

10 a. Each domestic and foreign limited liability company shall
11 file an annual report with the filing office, setting forth:

12 (1) the name and address of the limited liability company;

13 (2) the name and address of the registered agent of the limited
14 liability company; and

15 (3) the name and addresses of the managing members or
16 managers, as the case may be, and any other person who owns a
17 portion of the domestic or foreign limited liability company. If any
18 owner of a portion of a domestic or foreign limited liability
19 company is a business entity, the limited liability company shall
20 disclose the names and addresses of any owners of that business
21 entity.

22 b. If no annual report is filed as required by this section for two
23 consecutive years:

24 (1) the certificate of a domestic limited liability company shall
25 be transferred to an inactive list maintained by the filing office. A
26 limited liability company on the inactive list shall remain a limited
27 liability company and the limited liability of its members and
28 managers shall not be affected by its transfer to this list. The name
29 of a limited liability company on the inactive list shall, subject to
30 any other rights that limited liability company may have to its
31 name, be available for use by any other limited liability company,
32 including a newly-formed limited liability company.

33 (2) the certificate of a foreign limited liability company may be
34 revoked by the filing office.

35 (3) if the certificate of a domestic limited liability company has
36 been transferred to the inactive list or if the certificate of a foreign
37 limited liability company has been revoked, the certificate shall be
38 reinstated by proclamation of the filing office upon payment of all
39 fees due to the filing office, consisting of a reinstatement filing fee,
40 current annual report fee, all delinquent annual report fees, and a
41 late filing fee. The reinstatement relates back to the date of transfer
42 of the certificate of a domestic limited liability company to the
43 inactive list or to the date of revocation of the certificate of a
44 foreign limited liability company, as the case may be, and shall
45 validate all actions taken in the interim. In the event that in the

EXPLANATION – Matter enclosed in bold-faced brackets **[thus]** in the above bill is
not enacted and is intended to be omitted in the law.

Matter underlined thus is new matter.

1 interim the name of the limited liability company has become
2 unavailable, the filing office shall reinstate the certificate upon, in
3 the case of a domestic limited liability company, the filing of an
4 amendment to its certificate of formation to change the name to an
5 available name, and in the case of a foreign limited liability
6 company, the filing of an amended certificate of authority changing
7 the name to an available name. The filing office shall provide the
8 forms necessary to effect annual report reinstatements.

9 c. If the limited liability company maintains a website, the
10 information required to be filed annually pursuant to subsection a.
11 of this section shall be prominently displayed on its website.
12 (cf: P.L.2012, c.50, s.26)

13
14 2. This act shall take effect on the 90th day next following
15 enactment.

16 17 18 STATEMENT

19
20 This bill requires limited liability companies to make certain
21 disclosures concerning ownership.

22 Specifically, the bill requires domestic and foreign limited
23 liability companies to file an annual report with the filing office in
24 the Division of Revenue in the Department of the Treasury, setting
25 forth the name and addresses of the managing members or
26 managers, as the case may be, and any other person who owns a
27 portion of the domestic or foreign limited liability company. If any
28 owner of a portion of a domestic or foreign limited liability
29 company is a business entity, the limited liability company must
30 disclose the names and addresses of any owners of that business
31 entity.

32 The bill provides that, if the limited liability company maintains
33 a website, the information required to be filed annually must be
34 prominently displayed on its website.

35 This bill is intended to ensure that no company operates in New
36 Jersey as a shell company, without transparency and the disclosure
37 of the company's owners and operators.