

**CORPORATE RENEWAL AMENDMENTS**

2024 GENERAL SESSION

STATE OF UTAH

**Chief Sponsor: Ken Ivory**

Senate Sponsor: \_\_\_\_\_

**LONG TITLE**

**General Description:**

This bill standardizes the renewal process for business entities.

**Highlighted Provisions:**

This bill:

- ▶ authorizes the Division of Corporations to determine the form and process by which the division receives an annual report from a business entity;
- ▶ standardizes the renewal process for certain business entities; and
- ▶ makes technical changes.

**Money Appropriated in this Bill:**

None

**Other Special Clauses:**

None

**Utah Code Sections Affected:**

AMENDS:

**16-6a-1607**, as last amended by Laws of Utah 2008, Chapter 364

**16-10a-1607**, as last amended by Laws of Utah 2010, Chapter 378

**16-11-14**, as last amended by Laws of Utah 2000, Chapter 261

**16-16-207**, as last amended by Laws of Utah 2010, Chapter 378

**48-1d-1109**, as enacted by Laws of Utah 2013, Chapter 412

**48-2e-212**, as enacted by Laws of Utah 2013, Chapter 412



28 48-3a-212, as enacted by Laws of Utah 2013, Chapter 412

29 48-5-204, as enacted by Laws of Utah 2023, Chapter 85



31 *Be it enacted by the Legislature of the state of Utah:*

32 Section 1. Section 16-6a-1607 is amended to read:

33 **16-6a-1607. Annual report for division.**

34 (1) Each domestic nonprofit corporation, and each foreign nonprofit corporation  
35 authorized to conduct affairs in this state, shall ~~[deliver to the division for filing an annual~~  
36 ~~report on a form provided by the division that sets forth:]~~ file an annual report with the division  
37 that includes:

38 (a) (i) the corporate name of the ~~[domestic or foreign]~~ nonprofit corporation; and

39 (ii) any assumed corporate name of the foreign nonprofit corporation;

40 (b) the jurisdiction under whose law ~~[it]~~ the nonprofit corporation is incorporated;

41 (c) the information required by Subsection 16-17-203(1);

42 (d) the street address of ~~[its]~~ the nonprofit corporation's principal office, wherever  
43 located; and

44 (e) the names and addresses of ~~[its]~~ the nonprofit corporation's directors and principal  
45 officers.

46 ~~[(2) The division shall deliver a copy of the prescribed form of annual report to each~~  
47 ~~domestic nonprofit corporation and each foreign nonprofit corporation authorized to conduct~~  
48 ~~affairs in this state.]~~

49 (2) The division shall:

50 (a) determine the form and process by which a corporation described in Subsection (1)  
51 is required to file an annual report; and

52 (b) deliver a copy of the prescribed form to each domestic nonprofit corporation and  
53 each foreign nonprofit corporation authorized to conduct affairs in this state.

54 (3) Information in the annual report shall be current as of the date the annual report is  
55 executed on behalf of the nonprofit corporation.

56 ~~[(4)(a) The annual report of a domestic or foreign nonprofit corporation shall be~~  
57 ~~delivered annually to the division no later than 60 days past the date the report was mailed by~~  
58 ~~the division.]~~

59 ~~[(b) Proof to the satisfaction of the division that the nonprofit corporation has mailed~~  
60 ~~an annual report form is considered in compliance with this Subsection (4).]~~

61 (4) (a) A domestic or foreign nonprofit corporation shall deliver the nonprofit  
62 corporation's first annual report to the division no sooner than January 1 and no later than May  
63 1, of the year following the calendar year in which the domestic nonprofit corporation's articles  
64 of incorporation become effective or the foreign nonprofit corporation's application for  
65 authority to conduct affairs in this state becomes effective, unless the division specifies a  
66 different time period by rule made in accordance with Title 63G, Chapter 3, Utah  
67 Administrative Rulemaking Act.

68 (b) A domestic or foreign nonprofit corporation shall deliver to the division an annual  
69 report each calendar year following the year of the first annual report, no sooner than January 1  
70 and no later than May 1, unless the division specifies a different time period by rule made in  
71 accordance with Title 63G, Chapter 3, Utah Administrative Rulemaking Act.

72 (c) If a nonprofit corporation submits one or more annual reports for a calendar year,  
73 the division shall file each additional annual report and make the information contained in the  
74 report a part of the official record.

75 (d) The first annual report filed for a calendar year is considered the annual report for  
76 that calendar year.

77 (e) Each report filed after the first report in the same calendar year is considered an  
78 amended report for that calendar year.

79 (f) A nonprofit corporation has not violated the requirement to submit an annual report  
80 if the nonprofit corporation can provide evidence of the submission.

81 (5) (a) If an annual report contains the information required by this section, the division  
82 shall file ~~[it]~~ the annual report.

83 (b) If an annual report does not contain the information required by this section, the  
84 division shall promptly notify the reporting domestic or foreign nonprofit corporation in  
85 writing and return the annual report to ~~[it]~~ the nonprofit corporation for correction.

86 (c) If an annual report that is rejected under Subsection (5)(b) was otherwise timely  
87 filed and is corrected to contain the information required by this section and delivered to the  
88 division within 30 days after the effective date of the notice of rejection, the annual report is  
89 considered ~~[to be]~~ timely filed.

90 (6) The fact that an individual's name is signed on an annual report form is prima facie  
91 evidence for division purposes that the individual is authorized to certify the report on behalf of  
92 the nonprofit corporation.

93 (7) The annual report form provided by the division may be designed to provide a  
94 simplified certification by the nonprofit corporation if no changes have been made in the  
95 required information from the last preceding report filed.

96 ~~[(8) A domestic or foreign nonprofit corporation may, but may not be required to,  
97 deliver to the division for filing an amendment to its annual report reflecting any change in the  
98 information contained in its annual report as last amended.]~~

99 Section 2. Section **16-10a-1607** is amended to read:

100 **16-10a-1607. Annual report for division.**

101 (1) Each domestic corporation, and each foreign corporation authorized to transact  
102 business in this state, shall deliver to the division for filing an annual report on a form provided  
103 by the division that sets forth:

104 (a) the corporate name of the domestic or foreign corporation and any assumed  
105 corporate name of the foreign corporation;

106 (b) the jurisdiction under whose law it is incorporated;

107 (c) the information required by Subsection [16-17-203\(1\)](#);

108 (d) the street address of its principal office, wherever located; and

109 (e) the names of its principal officers.

110 ~~[(2) The division shall deliver a copy of the prescribed form of annual report to each  
111 domestic corporation and each foreign corporation authorized to transact business in this state.]~~

112 (2) The division shall:

113 (a) determine the form and process by which a corporation described in Subsection (1)  
114 is required to file an annual report; and

115 (b) deliver a copy of the prescribed form to each domestic corporation and each foreign  
116 corporation authorized to conduct affairs in this state.

117 (3) Information in the annual report shall be current as of the date the annual report is  
118 executed on behalf of the corporation.

119 ~~[(4) The annual report of a domestic or foreign corporation shall be delivered annually  
120 to the division no later than the end of the second calendar month following the calendar month~~

121 in which the report form is mailed by the division. Proof to the satisfaction of the division that  
122 the corporation has mailed an annual report form is considered in compliance with this  
123 subsection.]

124 [(5)] (4) (a) A domestic or foreign corporation shall deliver the corporation's first  
125 annual report to the division no sooner than January 1 and no later than May 1, of the year  
126 following the calendar year in which the domestic corporation's articles of incorporation  
127 become effective or a foreign corporation's application for authority to transact business in this  
128 state becomes effective, unless the division specifies a different time period by rule made in  
129 accordance with Title 63G, Chapter 3, Utah Administrative Rulemaking Act.

130 (b) A domestic or foreign corporation shall deliver an annual report to the division  
131 each calendar year following the year of the first report, no sooner than January 1 and no later  
132 than May 1, unless the division specifies a different time period by rule made in accordance  
133 with Title 63G, Chapter 3, Utah Administrative Rulemaking Act.

134 (c) If a corporation submits one or more annual reports for a calendar year, the division  
135 shall file each additional annual report and make the information contained in the report a part  
136 of the official record.

137 (d) The first annual report filed for a calendar year is considered the annual report for  
138 that calendar year.

139 (e) Each report filed after the first report in the same calendar year is considered an  
140 amended report for that calendar year.

141 (f) A corporation has not violated the requirement to submit an annual report if the  
142 corporation can provide evidence of the submission.

143 (5) (a) If an annual report contains the information required by this section, the division  
144 shall file [it] the annual report.

145 (b) If a report does not contain the information required by this section, the division  
146 shall promptly notify the reporting domestic or foreign corporation in writing and return the  
147 report to [it] the corporation for correction.

148 (c) If the report was otherwise timely filed and is corrected to contain the information  
149 required by this section and delivered to the division within 30 days after the effective date of  
150 the notice of rejection, the annual report is considered [to be] timely filed.

151 (6) The fact that an individual's name is signed on an annual report form is prima facie

152 evidence for division purposes that the individual is authorized to certify the report on behalf of  
153 the corporation.

154 (7) The annual report form provided by the division may be designed to provide a  
155 simplified certification by the corporation if no changes have been made in the required  
156 information from the last preceding report filed.

157 (8) A domestic or foreign corporation may, but may not be required to, deliver to the  
158 division for filing an amendment to its annual report reflecting any change in the information  
159 contained in its annual report as last amended.

160 Section 3. Section **16-11-14** is amended to read:

161 **16-11-14. Annual certificate -- Filing -- Contents -- Filing fee.**

162 [~~During the month of the anniversary date of incorporation, each~~] Each professional  
163 corporation shall file with the division an annual report as specified by Section **16-10a-1607**,  
164 giving the names and residence addresses of all shareholders of the professional corporation [~~as~~  
165 ~~of its anniversary date of incorporation next preceding~~], and certifying that all of the  
166 shareholders are duly licensed to render the same specific professional services as those for  
167 which the corporation was organized or otherwise qualify to be shareholders pursuant to the  
168 applicable licensing act for the profession for which the corporation was organized.

169 Section 4. Section **16-16-207** is amended to read:

170 **16-16-207. Annual report for division.**

171 (1) A limited cooperative association or foreign cooperative authorized to transact  
172 business in this state shall deliver to the division for filing an annual report that states:

173 (a) the name of the association or foreign cooperative;

174 (b) the street address and, if different, mailing address of the association's or foreign  
175 cooperative's designated office and the name of its agent for service of process at the  
176 designated office;

177 (c) the street address and, if different, mailing address of the association's or foreign  
178 cooperative's principal office; and

179 (d) in the case of a foreign cooperative, the state or other jurisdiction under whose law  
180 the foreign cooperative is formed and any alternative name adopted under Section **16-16-1405**.

181 (2) Information in an annual report shall be current as of the date the report is delivered  
182 to the division.

183 (3) (a) A limited cooperative association or foreign cooperative authorized to transact  
184 business in this state shall deliver the cooperative's first annual report to the division no sooner  
185 than January 1 and no later than May 1, of the year following the calendar year in which the  
186 limited cooperative association forms or the foreign cooperative is authorized to transact  
187 business in this state, unless the division specifies a different time period by rule made in  
188 accordance with Title 63G, Chapter 3, Utah Administrative Rulemaking Act.

189 (b) A limited cooperative association or foreign cooperative authorized to transact  
190 business in this state shall deliver to the division an annual report each calendar year following  
191 the year of the first report, no sooner than January 1 and no later than May 1, unless the  
192 division specifies a different time period by rule made in accordance with Title 63G, Chapter 3,  
193 Utah Administrative Rulemaking Act.

194 (c) If a cooperative association submits one or more annual reports for a calendar year,  
195 the division shall file each additional annual report and make the information contained in the  
196 report a part of the official record.

197 (d) The first annual report filed for a calendar year is considered the annual report for  
198 that calendar year.

199 (e) Each report filed after the first report in the same calendar year is considered an  
200 amended report for that calendar year.

201 (f) A cooperative has not violated the requirement to submit an annual report if the  
202 cooperative can provide evidence of the submission.

203 ~~[(3) The first annual report shall be delivered to the division between January 1 and~~  
204 ~~April 1 of the year following the calendar year in which the limited cooperative association is~~  
205 ~~formed or the foreign cooperative is authorized to transact business in this state. For~~  
206 ~~subsequent years, an annual report shall be delivered to the division during the month in which~~  
207 ~~falls the anniversary of the limited cooperative association's organization or the foreign~~  
208 ~~cooperative's authorization to transact business.]~~

209 (4) (a) If an annual report does not contain the information required by Subsection (1),  
210 the division shall promptly notify the reporting limited cooperative association or foreign  
211 cooperative and return the report for correction.

212 (b) If the report is corrected to contain the information required by Subsection (1) and  
213 delivered to the division not later than 30 days after the date of the notice from the division, [it]

214 the report is timely delivered.

215 (5) If a filed annual report contains an address of the designated office, name of the  
216 agent for service of process, or address of the principal office which differs from the  
217 information shown in the records of the division immediately before the filing, the differing  
218 information in the annual report is considered a statement of change.

219 (6) If a limited cooperative association fails to deliver an annual report under this  
220 section, the division may proceed under Section 16-16-1211 to dissolve the association  
221 administratively.

222 (7) If a foreign cooperative fails to deliver an annual report under this section, the  
223 division may revoke the certificate of authority of the cooperative.

224 Section 5. Section 48-1d-1109 is amended to read:

225 **48-1d-1109. Annual report for division.**

226 (1) Each limited liability partnership and registered foreign limited liability partnership  
227 shall deliver to the division for filing an annual report that states:

228 (a) the name of the limited liability partnership or foreign limited liability partnership;

229 (b) the information required under Subsection 16-17-203(1);

230 (c) the street and mailing addresses of its principal office;

231 (d) the name of at least one partner; and

232 (e) in the case of a foreign limited liability partnership, its jurisdiction of formation and  
233 any alternate name adopted under Subsection 48-1d-1206(1).

234 (2) Information in an annual report must be current as of the date the report is signed  
235 by the limited liability partnership or registered foreign limited liability partnership.

236 ~~[(3) A report must be delivered to the division for each year following the calendar  
237 year in which the limited liability partnership's statement of qualification became effective or  
238 the registered foreign limited liability partnership registered to do business in this state:]~~

239 ~~[(a) in the case of a limited liability partnership, the annual report must be delivered to  
240 the division during the month in which is the anniversary date on which the limited liability  
241 partnership statement of qualification became effective; and]~~

242 ~~[(b) in the case of a registered foreign limited liability partnership, the annual report  
243 must be delivered to the division during the month in which is the anniversary date on which  
244 the registered foreign limited liability partnership registered to do business in this state.]~~



245 [(4)] (3) (a) A limited liability partnership or a registered foreign limited liability  
246 partnership shall deliver the limited liability partnership's first annual report to the division no  
247 sooner than January 1 and no later than May 1, of the year following the calendar year in which  
248 the limited liability partnership's statement of qualification becomes effective or the registered  
249 foreign limited liability partnership registered to do business in this state, unless the division  
250 specifies a different time period by rule made in accordance with Title 63G, Chapter 3, Utah  
251 Administrative Rulemaking Act.

252 (b) A limited liability partnership or a registered foreign limited liability partnership  
253 shall deliver to the division an annual report each calendar year following the year of the first  
254 report, no sooner than January 1 and no later than May 1, unless the division specifies a  
255 different time period by rule made in accordance with Title 63G, Chapter 3, Utah  
256 Administrative Rulemaking Act.

257 (c) If a limited liability partnership submits one or more annual reports for a calendar  
258 year, the division shall file each additional annual report and make the information contained in  
259 the report a part of the official record.

260 (d) The first annual report filed for a calendar year is considered the annual report for  
261 that calendar year.

262 (e) Each report filed after the first report in the same calendar year is considered an  
263 amended report for that calendar year.

264 (f) A limited liability partnership has not violated the requirement to submit an annual  
265 report if the limited liability partnership can provide evidence of the submission.

266 (4) If an annual report does not contain the information required by this section, the  
267 division promptly shall notify the reporting limited liability partnership or registered foreign  
268 limited liability partnership in a record and return the report for correction.

269 (5) If an annual report contains the name or address of a registered agent which differs  
270 from the information shown in the records of the division immediately before the annual report  
271 becomes effective, the differing information in the annual report is considered a statement of  
272 change under Section 16-17-206.

273 Section 6. Section **48-2e-212** is amended to read:

274 **48-2e-212. Annual report for division.**

275 (1) A limited partnership or a registered foreign limited partnership shall deliver to the

276 division for filing an annual report that states:

- 277 (a) the name of the limited partnership or foreign limited partnership;  
278 (b) the information required by Subsection 16-17-203(1);  
279 (c) the street and mailing addresses of its principal office;  
280 (d) the name of at least one general partner; and  
281 (e) in the case of a foreign limited partnership, the jurisdiction whose law governs the  
282 foreign limited partnership's internal affairs and any alternate name adopted under Subsection  
283 48-2e-906(1).

284 (2) Information in the annual report must be current as of the date the report is signed  
285 by the limited partnership or registered foreign limited partnership.

286 ~~[(3) A report must be delivered to the division for each year following the calendar~~  
287 ~~year in which the limited partnership's certificate of limited partnership became effective or the~~  
288 ~~registered foreign limited partnership registered to do business in this state:]~~

289 ~~[(a) in the case of a limited partnership, the annual report must be delivered to the~~  
290 ~~division during the month in which is the anniversary date on which the limited partnership~~  
291 ~~certificate of limited partnership became effective; and]~~

292 ~~[(b) in the case of a registered foreign limited partnership, the annual report must be~~  
293 ~~delivered to the division during the month in which is the anniversary date on which the~~  
294 ~~registered foreign limited partnership registered to do business in this state:]~~

295 ~~[(4)]~~ (3) (a) A limited partnership or a registered foreign limited partnership shall  
296 deliver the limited partnership's first annual report to the division no sooner than January 1 and  
297 no later than May 1, of the year following the calendar year in which the limited partnership's  
298 certificate of limited partnership becomes effective or the registered foreign limited partnership  
299 registers to do business in this state, unless the division specifies a different time period by rule  
300 made in accordance with Title 63G, Chapter 3, Utah Administrative Rulemaking Act.

301 (b) A limited partnership or a registered foreign limited partnership shall deliver to the  
302 division an annual report each calendar year following the year of the first report, no sooner  
303 than January 1 and no later than May 1, unless the division specifies a different time period by  
304 rule made in accordance with Title 63G, Chapter 3, Utah Administrative Rulemaking Act.

305 (c) If a limited partnership submits one or more annual reports for a calendar year, the  
306 division shall file each additional annual report and make the information contained in the

307 report a part of the official record.

308 (d) The first annual report filed for a calendar year is considered the annual report for  
309 that calendar year.

310 (e) Each report filed after the first report in the same calendar year is considered an  
311 amended report for that calendar year.

312 (f) A limited partnership has not violated the requirement to submit an annual report if  
313 the limited partnership can provide evidence of the submission.

314 (4) If an annual report does not contain the information required by this section, the  
315 division promptly shall notify the reporting limited partnership or registered foreign limited  
316 partnership in a record and return the report for correction.

317 (5) If an annual report contains the name or address of a registered agent which differs  
318 from the information shown in the records of the division immediately before the annual report  
319 becomes effective, the differing information in the annual report is considered a statement of  
320 change under Section 16-17-206.

321 Section 7. Section **48-3a-212** is amended to read:

322 **48-3a-212. Annual report for division.**

323 (1) A limited liability company or a registered foreign limited liability company shall  
324 deliver to the division for filing an annual report that states:

325 (a) the name of the limited liability company or registered foreign limited liability  
326 company;

327 (b) the information required by Subsection 16-17-203(1);

328 (c) the street and mailing addresses of its principal office;

329 (d) the name of at least one governing person; and

330 (e) in the case of a foreign limited liability company, its jurisdiction of formation and  
331 any alternate name adopted under Subsection 48-3a-906(1).

332 (2) Information in the annual report must be current as of the date the report is signed  
333 by the limited liability company or registered foreign limited liability company.

334 ~~[(3) A report must be delivered to the division for each year following the calendar~~  
335 ~~year in which the limited liability company's certificate of organization became effective or the~~  
336 ~~registered foreign limited liability company registered to do business in this state:]~~

337 ~~[(a) in the case of a limited liability company, the annual report must be delivered to~~

338 ~~the division during the month in which is the anniversary date on which the limited liability~~  
339 ~~company's certificate of formation became effective; and]~~

340 ~~[(b) in the case of a registered foreign limited liability company, the annual report must~~  
341 ~~be delivered to the division during the month in which is the anniversary date on which the~~  
342 ~~registered foreign limited liability company registered to do business in this state.]~~

343 ~~[(4)] (3) (a) A limited liability company or a registered foreign limited liability~~  
344 ~~company shall deliver the limited liability company's first annual report to the division no~~  
345 ~~sooner than January 1 and no later than May 1, of the year following the calendar year in which~~  
346 ~~the limited liability company's certificate of organization becomes effective or the registered~~  
347 ~~foreign limited liability company registers to do business in this state, unless the division~~  
348 ~~specifies a different time period by rule made in accordance with Title 63G, Chapter 3, Utah~~  
349 ~~Administrative Rulemaking Act.~~

350 ~~(b) A limited partnership or a registered foreign limited partnership shall deliver to the~~  
351 ~~division an annual report each calendar year following the year of the first report, no sooner~~  
352 ~~than January 1 and no later than May 1, unless the division specifies a different time period by~~  
353 ~~rule made in accordance with Title 63G, Chapter 3, Utah Administrative Rulemaking Act.~~

354 ~~(c) If a limited liability company submits one or more annual reports for a calendar~~  
355 ~~year, the division shall file each additional annual report and make the information contained in~~  
356 ~~the report a part of the official record.~~

357 ~~(d) The first annual report filed for a calendar year is considered the annual report for~~  
358 ~~that calendar year.~~

359 ~~(e) Each report filed after the first report in the same calendar year is considered an~~  
360 ~~amended report for that calendar year.~~

361 ~~(f) A limited liability company has not violated the requirement to submit an annual~~  
362 ~~report if the limited liability company can provide evidence of the submission.~~

363 ~~(4) If an annual report does not contain the information required by this section, the~~  
364 ~~division promptly shall notify the reporting limited liability company or registered foreign~~  
365 ~~limited liability company in a record and return the report for correction.~~

366 ~~(5) If an annual report contains the name or address of a registered agent which differs~~  
367 ~~from the information shown in the records of the division immediately before the annual report~~  
368 ~~becomes effective, the differing information in the annual report is considered a statement of~~

369 change under Section [16-17-206](#).

370 Section 8. Section **48-5-204** is amended to read:

371 **48-5-204. Annual report to the division.**

372 (1) A decentralized autonomous organization shall deliver to the division for filing an  
373 annual report that states:

374 (a) the name of the decentralized autonomous organization; and

375 (b) the information required by Subsection [16-17-203](#)(1).

376 (2) Information in the annual report must be current as of the date the report is signed  
377 by the decentralized autonomous organization.

378 (3) (a) A decentralized autonomous organization shall deliver the organization's first  
379 annual report to the division no sooner than January 1 and no later than May 1, of the year  
380 following the calendar year in which the decentralized autonomous organization's certificate of  
381 organization becomes effective, unless the division specifies a different time period by rule  
382 made in accordance with Title 63G, Chapter 3, Utah Administrative Rulemaking Act.

383 (b) A decentralized autonomous organization shall deliver to the division an annual  
384 report each calendar year following the year of the first report, no sooner than January 1 and no  
385 later than May 1, unless the division specifies a different time period by rule made in  
386 accordance with Title 63G, Chapter 3, Utah Administrative Rulemaking Act.

387 (c) If a decentralized autonomous organization submits one or more annual reports for  
388 a calendar year, the division shall file each additional annual report and make the information  
389 contained in the report a part of the official record.

390 (d) The first annual report filed for a calendar year is considered the annual report for  
391 that calendar year.

392 (e) Each report filed after the first report in the same calendar year is considered an  
393 amended report for that calendar year.

394 (f) A decentralized autonomous organization has not violated the requirement to  
395 submit an annual report if the decentralized autonomous organization can provide evidence of  
396 the submission.

397 ~~[(3) Every 12 months after the decentralized autonomous organization has been issued~~  
398 ~~a certificate of organization, the decentralized autonomous organization shall submit the annual~~  
399 ~~report described in Subsection (1) to the division.]~~

400 Section 9. **Effective date.**

401 This bill takes effect on May 1, 2024.