

SENATE AMENDMENTS TO SENATE BILL 164

By COMMITTEE ON JUDICIARY

February 26

1 On page 8 of the printed bill, delete lines 18 through 27 and insert:

2 “**NOTE:** Section 12 was deleted by amendment. Subsequent sections were not renumbered.”.

3 On page 14, line 5, after “any” delete the rest of the line and insert “judicial review of the order
4 or, if judicial review is not sought,”.

5 Delete lines 7 through 17 and insert:

6 “(3)(a) Except as provided in paragraph (b) of this subsection, the Director of the Department
7 of Revenue may recommend to the Secretary of State that the Secretary of State administratively
8 dissolve a limited liability company for a failure to comply with the tax laws of the state. If the
9 Secretary of State agrees with the director, the Secretary of State may dissolve the limited liability
10 company under section 66 of this 2025 Act.

11 “(b)(A) The director may not recommend administrative dissolution if the limited liability com-
12 pany may appeal, or has an appeal pending of, the limited liability company’s tax liability or of an-
13 other action of the Department of Revenue related to the failure of the limited liability company to
14 comply with the tax laws of the state.

15 “(B) As used in this paragraph, ‘appeal’ means a written objection, debt dispute or conference
16 with the department or an appeal to the Oregon Tax Court or a subsequent appeal to an appellate
17 court of last resort.

18 “(c) The Secretary of State, in consultation with the department, may specify what constitutes
19 a failure to comply with the tax laws of the state for the purposes set forth in paragraphs (a) and
20 (b) of this subsection.”.

21 In line 28, delete “appeal” and insert “seek judicial review” and after “183.500” insert “of”.

22 On page 20, line 1, delete “appeal” and insert “seek judicial review” and after “183.497” insert
23 “of”.

24 On page 43, line 20, after “section,” insert “except as provided in subsection (4) of this
25 section,”.

26 After line 27, insert:

27 “(4)(a) A claim against a dissolved limited liability company that may be satisfied, in whole or
28 in part, by insurance assets held by, on behalf of or for the benefit of the dissolved limited liability
29 company, including any rights, benefits or proceeds arising or derived from the insurance assets, is
30 not subject to the time limitation set forth in subsection (3) of this section, but is subject to other
31 applicable statutes of limitation. A claimant that brings a claim after the time limitation set forth
32 in subsection (3) of this section may not recover from the dissolved limited liability company more
33 than the rights, benefits or proceeds available from the insurance assets.

34 “(b) Notwithstanding section 20 of this 2025 Act, a claimant may serve a summons or other
35 process upon a dissolved limited liability company for a claim described in paragraph (a) of this

1 subsection by delivering the summons or process to a director or officer of the dissolved limited li-
2 ability company, to a person that has charge of the dissolved limited liability company's assets or,
3 if the claimant cannot locate the director, officer or person, to any agent that was authorized to
4 accept service of process immediately before the limited liability company dissolved.

5 "(c) If a claimant states in an affidavit to a circuit court of this state that the claimant cannot,
6 after due diligence, locate any of the persons described in paragraph (b) of this subsection, the court
7 may provide in an order that the claimant may serve process upon the dissolved limited liability
8 company by personally delivering the service, together with a copy of the order of the court, to the
9 office of the Secretary of State. Service delivered as provided in this paragraph is complete on the
10 10th day after delivery."

11 In line 28, delete "(4)" and insert "(5)".

12 In line 31, after "assets" insert "including, without limitation, any insurance assets held by or
13 for the benefit of the dissolved limited liability company that are available to satisfy the claim".

14 On page 46, line 6, delete "appeal" and insert "seek judicial review of".

15 On page 54, line 44, delete "appeal" and insert "seek judicial review of".

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