



## State of Wisconsin

### DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services

### Service Corporation & Service Close Corporation Annual Report

FORM **12-I**

## INFORMATION AND INSTRUCTIONS

ANNUAL REPORT REQUIRED UNDER SECTION [180.1921](#), WIS. STATS.

Form 12 is mandatory and must be used to file the REQUIRED ANNUAL REPORT for a Service Corporation or a Service Close Corporation. Failure to file this report may result in administrative dissolution under ss. [180.1420](#) & [180.1421](#), Wis. Stats.

A domestic service corporation or service close corporation must deliver its annual report to the Department in each year following the calendar year in which the domestic corporation's articles of incorporation were filed by the Department, during the calendar year quarter in which the anniversary of the filing of its articles of incorporation occurs.

| Incorporation Date                                   | Annual Report Due Date     |
|--|----------------------------|
| January 1 <sup>st</sup> thru March 31 <sup>st</sup>  | March 31 <sup>st</sup>     |
| April 1 <sup>st</sup> thru June 30 <sup>th</sup>     | June 30 <sup>th</sup>      |
| July 1 <sup>st</sup> thru September 30 <sup>th</sup> | September 30 <sup>th</sup> |
| October 1 thru December 31 <sup>st</sup>             | December 31 <sup>st</sup>  |

Complete each section of the report. IF SOMETHING IS LEFT BLANK THE REPORT WILL BE REJECTED AND RETURNED. If the answer to any question is "NONE", Please enter the word "NONE". Be sure the report is signed and dated, and that it includes a check payable to the Department of Financial Institutions for the applicable filing fee.

#### INSTRUCTIONS:

1. Enter the name of the entity.
2. Enter the name and email address of the registered agent and the mailing address of the registered office in Wisconsin. The registered office must be an actual physical location with a street address (not solely a P.O. Box or mailbox service) that serves as the registered agent's business office. Each entity must maintain a registered office and registered agent with an email in Wisconsin. **THE ENTITY MAY NOT NAME ITSELF AS THE REGISTERED AGENT.**
3. Enter the address of the principal office. A principal office is the location where the entity maintains its principal executive offices.
4. Provide the name and mailing address of each shareholder, director, and officer (attach additional pages as needed).

**SHAREHOLDERS:** Under applicable law, a "shareholder" of the corporation refers to (1) a person in whose name shares are registered in the records of the corporation, or (2) the beneficial owner of shares, to the extent of rights granted by a nominee certificate on file with the corporation.

**DIRECTORS:** A domestic corporation must have one or more directors, with the number of directors and their qualifications (if any) set forth in the articles of incorporation or bylaws.

**OFFICERS:** A corporation's officers are either described in the corporation's bylaws or appointed by resolution of the board of directors (so long as that resolution is not inconsistent with the bylaws).

Note the special requirements for shareholders, directors, and officers of service corporations specified in item 5 below.

5. **Required certifications.** Under section [133.12](#) of the Wisconsin Statutes, every corporation must state in its annual report whether it has entered into any contract, combination in the form of trust or otherwise, or conspiracy in restraint of trade or commerce. Chapter 133 of the Wisconsin Statutes prohibits such agreements. By signing this report, the corporation affirms that it has not entered into such an agreement.

In addition, section [180.1921\(2\)](#) of the Wisconsin Statutes requires each service corporation to annually certify that each of its officers, directors, and shareholders is licensed, certified, registered, or otherwise legally authorized to render the same professional or other personal service in this state, or is a health care professional. There are two exceptions to this requirement: (1) a service corporation with only one shareholder who also serves as the sole director, president, and treasurer of the corporation may employ other officers who are not licensed, certified, or registered in the same professional field as the president; and (2) for service corporations doing business as public accounting firms, it is not required that 100 percent of their shareholders are certified public accountants; the requirement is satisfied so long as at least 50 percent of the shareholders are CPAs.

**EXECUTION.** Sign and provide the date and the signer's printed name and title. Any of the following persons may execute a document on the corporation's behalf:

- An **officer** of the corporation.
- If directors have not been selected or the corporation has not been formed, an **incorporator**.
- If the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, then the **fiduciary** may sign.

**FILING FEE:** Make payment to the Department of Financial Institutions. If requesting optional expedited service, please check the expedited service box in the upper-right corner of the form and include an additional \$25.00. Filing fees are non-refundable.

This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577 (hearing-impaired may call 711 for TTY) or by email at [DFICorporations@dfi.wisconsin.gov](mailto:DFICorporations@dfi.wisconsin.gov).

**Mailing Address:**

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**Physical Address for Express Mail/Courier**

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