

PARTNERSHIPS

CHAPTER 401

HOUSE BILL NO. 1139

(Representatives Dosch, Ruby)
(At the request of the Secretary of State)

PARTNERSHIP FEES AND REGISTRATION

AN ACT to amend and reenact subsection 14 of section 45-10.1-15 and subsection 1 of section 45-10.1-52 of the North Dakota Century Code, relating to the foreign limited partnership amendment fee and registration filed with the secretary of state.

BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF NORTH DAKOTA:

SECTION 1. AMENDMENT. Subsection 14 of section 45-10.1-15 of the 1999 Supplement to the North Dakota Century Code is amended and reenacted as follows:

14. Filing a certified statement of amendment of foreign limited partnership, ~~twenty-five~~ forty dollars.

SECTION 2. AMENDMENT. Subsection 1 of section 45-10.1-52 of the 1999 Supplement to the North Dakota Century Code is amended and reenacted as follows:

1. In order to register, a foreign limited partnership shall submit to the secretary of state, on forms prescribed and furnished by the secretary of state, an application for registration as a foreign limited partnership, signed ~~and sworn to~~ by a general partner and setting forth all of the following:
 - a. The name of the foreign limited partnership and, if different, the name under which the foreign limited partnership proposes to register and transact business in this state.
 - b. The state and date of the foreign limited partnership's formation.
 - c. The general character of the business the foreign limited partnership proposes to transact in this state.
 - d. The name and address of any agent for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint and which must be an individual resident of this state, a domestic corporation, a domestic limited liability company, a foreign corporation, or a foreign limited liability company having a place of business in, and authorized to do business in, this state.

- e. A statement that the secretary of state is appointed the agent of the foreign limited partnership for service of process if the agent's authority is revoked or if the agent cannot be found or served with the exercise of reasonable diligence.
- f. The address of the principal office of the foreign limited partnership.
- g. The name and address of the principal place of business of each general partner.
- h. The address of the office at which is kept a list of the names and addresses of the limited partners and the limited partners' capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled or withdrawn.

Approved March 14, 2001
Filed March 14, 2001

CHAPTER 402

HOUSE BILL NO. 1422

(Representatives B. Thoreson, Dosch, Koppelman, Warner)
(Senators Andrist, O'Connell)

PARTNERSHIP FICTITIOUS AND TRADE NAMES

AN ACT to amend and reenact sections 45-11-01 and 47-25-01 of the North Dakota Century Code, relating to fictitious and trade names.

BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF NORTH DAKOTA:

SECTION 1. AMENDMENT. Section 45-11-01 of the 1999 Supplement to the North Dakota Century Code is amended and reenacted as follows:

45-11-01. Partnership - Use of fictitious partnership name.

1. As used in this section, "fictitious name" means a name assumed to identify a partnership and which does not include in its name:
 - a. The true name of each organizational partner;
 - b. The first name and surname of each partner; or
 - c. The surname of each partner, repeating a surname if more than one partner has the same surname.
2. Any partnership transacting business in this state under a fictitious name or under a designation that does not show the names of the persons interested as partners must file a fictitious name certificate with the secretary of state, together with a filing fee of twenty-five dollars. When a partnership has more than two members, an additional three dollars must be paid for each additional member not to exceed two hundred fifty dollars. A limited partnership or a foreign limited partnership transacting business under a name filed under chapter 45-10.1 and as provided in section 45-11-03 or a partnership transacting business under a name filed under section 45-13-05 is not required to file a fictitious name certificate under this section.
3. The fictitious name:
- 4- a. May not contain the word "corporation", "company", "incorporated", "limited liability company", or "limited", or an abbreviation of any of those words. This subsection does not preclude the word "limited" from being used in conjunction with the word "partnership".
- 2- b. May not be the same as or deceptively similar to any corporate name, limited liability company name, trade name, partnership name on file with the secretary of state, limited partnership name, foreign limited partnership name, or fictitious name certificate on file with the secretary of state, unless there is filed with the fictitious name certificate a written consent of the holder of the similar name to use the proposed name and a filing fee of ten dollars.

SECTION 2. AMENDMENT. Section 47-25-01 of the North Dakota Century Code is amended and reenacted as follows:

47-25-01. Trade name defined - Registration. ~~Every name under which any person or organization shall hereafter do or transact any business in this state, other than the true name of such person or organization, is hereby declared to be a "trade name".~~

1. a. As used in this section, a "trade name" is a name assumed to identify the business or activities of an individual or organization and which does not include in the name:
 - (1) The true name of the organization using the name;
 - (2) The first name and surname of each individual using the business name; or
 - (3) The surname of each individual, repeating a surname if more than one owner has the same surname.
- b. A name assumed under paragraph 3 or a name of an organization or association not otherwise registered with the secretary of state is a trade name if a license or permit to conduct business or operations is required by this state.
2. A person or organization that has registered a trade name ~~hereunder~~ under this section may institute a civil suit prohibiting any other person from using ~~such~~ the name.
3. ~~The provisions of this~~ This chapter ~~shall~~ does not prohibit any person engaged in business under a trade name ~~prior to~~ before July 1, 1959, from continuing business under ~~such~~ that name.
4. Notwithstanding any other provision of law, an individual or organization may register as a trade name under section 47-25-04 any name listed in paragraph 1, 2, or 3 of subdivision a of subsection 1.

Approved March 26, 2001
Filed March 26, 2001

CHAPTER 403

HOUSE BILL NO. 1140

(Representatives Bellew, Meier)
(At the request of the Secretary of State)

PARTNERSHIP REGISTRATION

AN ACT to amend and reenact subsection 5 of section 45-22-03 of the North Dakota Century Code, relating to limited liability partnership registrations filed with the secretary of state.

BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF NORTH DAKOTA:

SECTION 1. AMENDMENT. Subsection 5 of section 45-22-03 of the 1999 Supplement to the North Dakota Century Code is amended and reenacted as follows:

5. A managing partner must be separately registered with the secretary of state at the time of the registration of a domestic or foreign limited liability partnership if that managing partner is a domestic or foreign:
 - a. Corporation;
 - b. Limited liability company;
 - c. Limited partnership;
 - d. Limited liability partnership;
 - e. Limited liability limited partnership; or
 - f. Partnership using a fictitious name.

Approved March 12, 2001
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