

Fifty-seventh
Legislative Assembly
of North Dakota

ENGROSSED HOUSE BILL NO. 1477

Introduced by

Representatives Fairfield, Lemieux, Renner, Warner

Senator Kroeplin

1 A BILL for an Act to amend and reenact subsection 1 of section 45-10.1-08, subsection 2 of
2 section 45-10.1-09, subsection 1 of section 45-10.1-14, subsection 1 of section 45-10.1-52,
3 subsection 3 of section 45-22-03, and subsection 1 of section 45-22-21.1 of the North Dakota
4 Century Code, relating to reporting requirements for limited partnerships and limited liability
5 partnerships.

6 **BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF NORTH DAKOTA:**

7 **SECTION 1. AMENDMENT.** Subsection 1 of section 45-10.1-08 of the 1999
8 Supplement to the North Dakota Century Code is amended and reenacted as follows:

- 9 1. In order to form a limited partnership, a certificate of limited partnership must be
10 signed and filed in the office of the secretary of state. The certificate must set
11 forth:
- 12 a. The name of the limited partnership.
 - 13 b. The general character of its business.
 - 14 c. The address of the registered office of the limited partnership and the name of
15 the limited partnership's registered agent at that address.
 - 16 d. The name and address of the principal place of business of each general
17 partner.
 - 18 e. The name and address of each limited partner of the limited partnership
19 which is a corporation or a limited liability company if the limited partnership:
 - 20 (1) Is engaged in the business of farming or ranching in this state, as
21 defined in section 10-06.1-01; or
 - 22 (2) Owns or leases land in this state which is used for farming or ranching.
 - 23 f. Any other matters the general partners determine to include therein.

SECTION 2. AMENDMENT. Subsection 2 of section 45-10.1-09 of the 1999

Supplement to the North Dakota Century Code is amended and reenacted as follows:

2. An amendment to a certificate of limited partnership reflecting the occurrence of the event or events must be filed within thirty days after the happening of any of the following events:
 - a. The admission of a new general partner.
 - b. The admission of a new limited partner that is a corporation or limited liability company if the limited partnership:
 - (1) Is engaged in the business of farming or ranching in this state, as defined in section 10-06.1-01; or
 - (2) Owns or leases land in this state which is used for farming or ranching.
 - c. The withdrawal of a general partner.
 - d. The continuation of the business under section 45-10.1-47 after an event of withdrawal of a general partner.
 - e. A change of registered agent or change of address of registered agent.

SECTION 3. AMENDMENT. Subsection 1 of section 45-10.1-14 of the 1999

Supplement to the North Dakota Century Code is amended and reenacted as follows:

1. Each limited partnership, and each foreign limited partnership authorized to transact business in this state, shall file, within the time prescribed by subsection 3, an annual report setting forth:
 - a. The name of the limited partnership or foreign limited partnership and the jurisdiction of origin.
 - b. The address of the registered office of the limited partnership or foreign limited partnership in this state and the name of the limited partnership's or foreign limited partnership's registered agent in this state at that address.
 - c. The address of the limited partnership's or foreign limited partnership's principal executive office.
 - d. A brief statement of the character of the business in which the limited partnership or foreign limited partnership is actually engaged in this state.
 - e. The name and respective address of every general partner of the limited partnership or foreign limited partnership.

- 1 f. The name and address of each limited partner of the limited partnership
2 which is a corporation or a limited liability company if the limited partnership:
3 (1) Is engaged in the business of farming or ranching in this state, as
4 defined in section 10-06.1-01; or
5 (2) Owns or leases land in this state which is used for farming or ranching.

6 **SECTION 4. AMENDMENT.** Subsection 1 of section 45-10.1-52 of the 1999
7 Supplement to the North Dakota Century Code is amended and reenacted as follows:

- 8 1. In order to register, a foreign limited partnership shall submit to the secretary of
9 state, on forms prescribed and furnished by the secretary of state, an application
10 for registration as a foreign limited partnership, signed and sworn to by a general
11 partner and setting forth all of the following:
- 12 a. The name of the foreign limited partnership and, if different, the name under
13 which the foreign limited partnership proposes to register and transact
14 business in this state.
- 15 b. The state and date of the foreign limited partnership's formation.
- 16 c. The general character of the business the foreign limited partnership
17 proposes to transact in this state.
- 18 d. The name and address of any agent for service of process on the foreign
19 limited partnership whom the foreign limited partnership elects to appoint and
20 which must be an individual resident of this state, a domestic corporation, a
21 domestic limited liability company, a foreign corporation, or a foreign limited
22 liability company having a place of business in, and authorized to do business
23 in, this state.
- 24 e. A statement that the secretary of state is appointed the agent of the foreign
25 limited partnership for service of process if the agent's authority is revoked or
26 if the agent cannot be found or served with the exercise of reasonable
27 diligence.
- 28 f. The address of the principal office of the foreign limited partnership.
- 29 g. The name and address of the principal place of business of each general
30 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.

i. The name and address of each limited partner of the limited partnership which is a corporation or a limited liability company if the limited partnership:

(1) Is engaged in the business of farming or ranching in this state, as defined in section 10-06.1-01; or

(2) Owns or leases land in this state which is used for farming or ranching.

SECTION 5. AMENDMENT. Subsection 3 of section 45-22-03 of the 1999

Supplement to the North Dakota Century Code is amended and reenacted as follows:

3. A registration must contain:

a. With respect to a domestic limited liability partnership:

(1) The name of the domestic limited liability partnership.

(2) The nature of the business to be transacted in this state.

(3) The address of the principal executive office of the domestic limited liability partnership.

(4) The address of the registered office of the domestic limited liability partnership and the name of the registered agent at that address.

(5) The name and address of each managing partner.

(6) A statement that the partnership elects to be a limited liability partnership.

(7) A deferred effective date, if any.

(8) The name and address of each limited partner of the limited partnership which is a corporation or a limited liability company if the limited partnership:

(a) Is engaged in the business of farming or ranching in this state, as defined in section 10-06.1-01; or

(b) Owns or leases land in this state which is used for farming or ranching.

b. With respect to a foreign limited liability partnership:

- (1) The name of the foreign limited liability partnership and, if different, the name under which the foreign limited liability partnership proposes to transact business in this state.
- (2) The jurisdiction of origin.
- (3) The date on which the foreign limited liability partnership expires in the jurisdiction of origin.
- (4) The nature of the business to be transacted in this state.
- (5) The address of the principal executive office of the foreign limited liability partnership.
- (6) The address of the registered office of the foreign limited liability partnership and the name of the foreign limited liability partnership's registered agent at that address.
- (7) The name and address of each managing partner.
- (8) An acknowledgment that the status of the foreign limited liability partnership in this state will automatically expire unless the foreign limited liability partnership continuously maintains limited liability partnership status in the jurisdiction of origin.
- (9) The name and address of each limited partner of the limited partnership which is a corporation or a limited liability company if the limited partnership:
 - (a) Is engaged in the business of farming or ranching in this state, as defined in section 10-06.1-01; or
 - (b) Owens or leases land in this state which is used for farming or ranching.

c. The registration must be accompanied by payment of the fees provided in section 45-22-22 together with a certificate of good standing or certificate of existence authenticated by the registering officer of the state or country where the foreign limited liability partnership is originally registered and the consent of the designated registered agent for service of process to serve in that capacity.

1 **SECTION 6. AMENDMENT.** Subsection 1 of section 45-22-21.1 of the 1999
2 Supplement to the North Dakota Century Code is amended and reenacted as follows:

- 3 1. Each domestic limited liability partnership and each foreign limited liability
4 partnership authorized to transact business in this state, shall file, within the time
5 prescribed by subsection 3, an annual report setting forth:
- 6 a. The name of the limited liability partnership and the jurisdiction of origin.
 - 7 b. The address of the registered office of the limited liability partnership in this
8 state, and the name of the limited liability partnership's registered agent in this
9 state at that address.
 - 10 c. The address of the limited liability partnership's chief executive office.
 - 11 d. A brief statement of the character of the business in which the limited liability
12 partnership is actually engaged in this state.
 - 13 e. The name and respective address of each managing partner of the domestic
14 limited liability partnership or foreign limited liability partnership.
 - 15 f. The name and address of each limited partner of the limited partnership
16 which is a corporation or a limited liability company if the limited partnership:
 - 17 (1) Is engaged in the business of farming or ranching in this state, as
18 defined in section 10-06.1-01; or
 - 19 (2) Owns or leases land in this state which is used for farming or ranching.