

PROPOSED AMENDMENTS TO HOUSE BILL NO. 1241

Page 1, line 1, after the comma insert "a new section to chapter 10-19.1,"

Page 1, line 2, replace the second comma with "and" and replace "and" with "a new section to chapter 10-32, section"

Page 1, line 3, after the first comma insert "section 10-33-01.3," replace the second "section" with "sections", and after "10-33-72.1" insert ", 10-34-02.1, 45-10.2-06.1, and 45-13-02.1"

Page 1, line 4, remove "and"

Page 1, line 5, after "corporations" insert ", real estate investment trusts, limited partnerships, and partnerships"

Page 1, line 14, after the fifth comma insert "and" and remove ", and 10-32-29"

Page 1, line 18, remove the third "and"

Page 1, line 21, replace "and" with a comma

Page 9, after line 8, insert:

"39. "Originating records" means for an organization that is:

- a. A corporation, its articles of incorporation;
- b. A limited liability company, its articles of organization;
- c. A limited partnership, its certificate of limited partnership;
- d. A limited liability partnership, its registration; or
- e. A limited liability limited partnership, its certificate of limited liability limited partnership."

Page 9, line 9, replace "39." with "40."

Page 9, line 11, replace "40." with "41."

Page 9, line 15, replace "41." with "42."

Page 9, line 23, replace "42." with "43."

Page 9, line 29, replace "43." with "44."

Page 10, line 3, replace "44." with "45."

Page 10, line 5, replace "45." with "46."

Page 10, line 8, replace "46." with "47."

Page 10, line 18, replace "47." with "48."

Page 10, line 22, replace "48." with "49."

Page 10, line 23, replace "49." with "50."

Page 10, line 28, replace "50." with "51." and remove the overstrike over "~~shareholders~~"

Page 10, line 29, remove the overstrike over "~~proprietary~~", remove "ownership", and replace "a" with "the"

Page 11, line 1, replace "51." with "52."

Page 11, line 4, replace "52." with "53."

Page 11, line 18, replace "53." with "54."

Page 11, line 20, replace "54." with "55."

Page 12, line 1, replace "55." with "56."

Page 12, line 5, replace "56." with "57."

Page 12, line 9, replace "57." with "58."

Page 12, line 10, replace "58." with "59."

Page 14, after line 19, insert:

"SECTION 4. A new section to chapter 10-19.1 of the North Dakota Century Code is created and enacted as follows:

Reservation of legislative right. The legislative assembly reserves the right to amend or repeal the provisions of this chapter. A corporation incorporated under or governed by this chapter is subject to this reserved right."

Page 15, line 8, overstrike "3." and remove the overstrike over "~~The following provisions govern a corporation unless modified in the articles:~~"

Page 21, line 2, replace "partners" with "portions"

Page 24, line 28, remove the overstrike over "~~shares~~" and remove "ownership"

Page 24, line 29, remove "interests"

Page 31, line 24, replace "ownership interests" with "shares"

Page 37, line 25, overstrike "ownership interests" and insert immediately thereafter "shares"

Page 38, line 29, overstrike "articles"

Page 38, line 30, after "~~organization~~" insert "originating records"

Page 43, line 13, after the underscored comma insert "if"

Page 47, line 17, overstrike "If the surviving organization is a" and remove "domestic"

Page 47, line 18, remove "organization", overstrike the comma, remove "then", overstrike "the" and insert immediately thereafter "The"

Page 53, line 28, remove "i." and overstrike "'Originating records" means for an organization which is:"

Page 53, overstrike lines 29 through 31

Page 54, overstrike lines 1 through 3

Page 60, line 12, overstrike "forty" and insert immediately thereafter "one hundred thirty-five"

Page 69, line 12, replace "a member" with "the members"

Page 71, after line 20, insert:

"44. "Originating records" means for an organization which is:

- a. A corporation, its articles of incorporation;
- b. A limited liability company, its articles of organization;
- c. A limited partnership, its certificate of limited partnership;
- d. A limited liability partnership, its registration; or
- e. A limited liability limited partnership, its certificate of limited liability limited partnership."

Page 71, line 21, overstrike "44." and insert immediately thereafter "45."

Page 71, line 26, overstrike "45." and insert immediately thereafter "46."

Page 72, line 5, overstrike "46." and insert immediately thereafter "47."

Page 72, line 11, overstrike "47." and insert immediately thereafter "48."

Page 72, line 18, overstrike "48." and insert immediately thereafter "49."

Page 72, line 24, overstrike "49." and insert immediately thereafter "50."

Page 72, line 26, overstrike "50." and insert immediately thereafter "51."

Page 72, line 29, overstrike "51." and insert immediately thereafter "52."

Page 73, line 8, overstrike "52." and insert immediately thereafter "53."

Page 73, line 12, overstrike "53." and insert immediately thereafter "54."

Page 73, line 14, overstrike "54." and insert immediately thereafter "55."

Page 73, line 15, overstrike "55." and insert immediately thereafter "56."

Page 73, line 19, overstrike "56." and insert immediately thereafter "57."

Page 74, line 3, overstrike "57." and insert immediately thereafter "58."

Page 74, line 15, overstrike "58." and insert immediately thereafter "59."

Page 74, line 19, overstrike "59." and insert immediately thereafter "60."

Page 74, line 24, overstrike "60." and insert immediately thereafter "61."

Page 74, line 31, overstrike "61." and insert immediately thereafter "62."

Page 75, line 1, overstrike "62." and insert immediately thereafter "63."

Page 75, line 4, overstrike "63." and insert immediately thereafter "64."

Page 75, after line 11, insert:

"SECTION 39. A new section to chapter 10-32 of the North Dakota Century Code is created and enacted as follows:

Reservation of legislative right. The legislative assembly reserves the right to amend or repeal the provisions of this chapter. A limited liability company organized under or governed by this chapter is subject to this reserved right."

Page 81, line 29, replace "partners" with "portions"

Page 85, remove lines 18 through 29

Page 86, remove lines 1 through 3

Page 90, line 2, remove the overstrike over "~~securities~~"

Page 90, line 3, remove "ownership interests"

Page 90, line 6, remove the overstrike over "~~securities~~" and remove "ownership interests"

Page 92, line 12, remove the overstrike over "~~securities~~" and remove "ownership interests"

Page 92, line 19, remove the overstrike over "~~securities~~" and remove "ownership interests"

Page 98, line 20, overstrike "If the surviving organization is a" and remove "domestic"

Page 98, line 21, remove "organization", overstrike the comma, remove "then", and overstrike "the" and insert immediately thereafter "The"

Page 107, line 6, remove "Ownership interests" means for a domestic or foreign organization that is:"

Page 107, remove lines 7 through 13

Page 107, line 14, remove "30."

Page 107, line 19, remove the overstrike over "~~30.~~" and remove "31."

Page 107, line 21, remove the overstrike over "~~31.~~" and remove "32."

Page 107, line 24, remove the overstrike over "~~32.~~" and remove "33."

Page 108, line 4, remove the overstrike over "~~33.~~" and remove "34."

Page 108, line 8, remove the overstrike over "~~34.~~" and remove "35."

Page 108, line 22, remove the overstrike over "~~35.~~" and remove "36."

Page 109, line 3, remove the overstrike over "~~36.~~" and remove "37."

Page 109, line 7, remove the overstrike over "~~37.~~" and remove "38."

Page 109, line 8, remove the overstrike over "~~38.~~" and remove "39."

Page 109, after line 14, insert:

"**SECTION 60.** Section 10-33-01.3 of the North Dakota Century Code is created and enacted as follows:

10-33-01.3. Reservation of legislative right. The legislative assembly reserves the right to amend or repeal the provisions of this chapter. A corporation incorporated under or governed by this chapter is subject to this reserved right."

Page 118, after line 28, insert:

"**SECTION 67.** Section 10-34-02.1 of the North Dakota Century Code is created and enacted as follows:

10-34-02.1. Reservation of legislative right. The legislative assembly reserves the right to amend or repeal the provisions of this chapter. A real estate investment trust formed under or governed by this chapter is subject to this reserved right."

Page 119, after line 13, insert:

"**SECTION 69.** Section 45-10.2-06.1 of the North Dakota Century Code is created and enacted as follows:

45-10.2-06.1. Reservation of legislative right. The legislative assembly reserves the right to amend or repeal the provisions of this chapter. A limited partnership formed under or governed by this chapter is subject to this reserved right."

Page 121, after line 12, insert:

"**SECTION 73.** Section 45-13-02.1 of the North Dakota Century Code is created and enacted as follows:

45-13-02.1. Reservation of legislative right. The legislative assembly reserves the right to amend or repeal the provisions of this chapter. A partnership formed under or governed by this chapter is subject to this reserved right."

Renumber accordingly