

HOUSE BILL NO.

Introduced by

1 A BILL for an Act

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

3 **SECTION 54. AMENDMENT.** Subsection 3 of section 45-22-03 of the North Dakota
4 Century Code is amended and reenacted as follows:

5 3. A registration, signed by a managing partner, must contain:

6 a. With respect to a domestic limited liability partnership:

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

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

9 (3) A statement indicating whether the limited liability partnership will be
10 engaged in farming or ranching in this state or owning or leasing land in
11 this state which is used for farming or ranching.

12 (4) The address of the principal executive office of the domestic limited
13 liability partnership.

14 (5) The name of the registered agent of the domestic limited liability
15 partnership as provided in chapter 10-01.1 and, if a noncommercial
16 registered agent, the address of that noncommercial registered agent in
17 this state.

18 (6) The name and address of each managing partner, and if the limited
19 liability partnership will be engaged in farming or ranching in this state
20 or owning or leasing land in this state which is used for farming and
21 ranching, then the names and addresses of all partners.

22 (7) A statement that the partnership elects to be a limited liability
23 partnership.

24 (8) A deferred effective date, if any.

1 b. With respect to a foreign limited liability partnership:

2 (1) The name of the foreign limited liability partnership and, if different, the
3 name under which the foreign limited liability partnership proposes to
4 transact business in this state.

5 (2) The jurisdiction of origin.

6 (3) The date on which the foreign limited liability partnership expires in the
7 jurisdiction of origin.

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

9 (5) A statement indicating whether the foreign limited liability partnership
10 will be engaged in farming or ranching in this state or owning or leasing
11 land in this state which is used for farming or ranching.

12 (6) The address of the principal executive office of the foreign limited
13 liability partnership.

14 (7) The name of the registered agent of the foreign limited liability
15 partnership as provided in chapter 10-01.1 and, if a noncommercial
16 registered agent, the address of that registered agent in this state.

17 (8) The name and address of each managing partner, and if the foreign
18 limited liability partnership will be engaged in farming or ranching in this
19 state or owning or leasing land in this state which is used for farming or
20 ranching, then the names and addresses of all partners.

21 (9) An acknowledgment that the status of the foreign limited liability
22 partnership in this state will automatically expire unless the foreign
23 limited liability partnership continuously maintains limited liability
24 partnership status in the jurisdiction of origin.

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

1 **SECTION 55. AMENDMENT.** Subsection 5 of section 45-22-23 of the North Dakota
2 Century Code is amended and reenacted as follows:

- 3 5. If the court order sought is one for reinstatement of a domestic limited liability
4 partnership registration that has been revoked as provided in subsection 5 of
5 section 45-22-22.1, or for reinstatement of the registration of a foreign limited
6 liability partnership that has been revoked as provided in subsection 6 of section
7 45-22-21.1, then, together with any other action the court deems proper, any such
8 order which orders the reinstatement of the registration of a domestic or foreign
9 limited liability partnership registration shall require the domestic or foreign limited
10 liability partnership to:
- 11 a. File ~~all~~ the most recent past-due annual ~~reports~~ report;
 - 12 b. Pay the fees to the secretary of state for ~~each~~ all past-due annual ~~report~~
13 reports as provided in subsection 1 of section 45-22-22; and
 - 14 c. Pay the reinstatement fee to the secretary of state as provided in subsection 1
15 of section 45-22-22.

16 **SECTION 56. AMENDMENT.** Subsection 18 of section 45-23-01 of the North Dakota
17 Century Code is amended and reenacted as follows:

- 18 18. "Notice":
19 a. Is given to a limited liability limited partnership:
- 20 (1) When in writing and mailed or delivered to a general partner at the
21 registered office or principal executive office of the limited liability
22 limited partnership; or
 - 23 (2) When given by a form of electronic communication consented to by a
24 general partner of the limited liability limited partnership to which the
25 notice is given if by:
 - 26 (a) Facsimile communication, when directed to a telephone number
27 at which a general partner of the limited liability limited
28 partnership has consented to receive notice;
 - 29 (b) Electronic mail, when directed to an electronic mail address at
30 which a general partner of the limited liability limited partnership
31 has consented to receive notice;

- 1 (c) Posting on an electronic network on which a general partner of
2 the limited liability limited partnership has consented to receive
3 notice, together with separate notice to the limited liability limited
4 partnership of the specific posting, upon the later of:
5 [1] The posting; or
6 [2] The giving of the separate notice; or
7 (d) Any other form of electronic communication by which a general
8 partner of the limited liability limited partnership has consented to
9 receive notice, when directed to the limited liability limited
10 partnership;
- 11 b. Is given to a partner of the limited liability limited partnership:
- 12 (1) When in writing and mailed or delivered to the partner at the registered
13 office or principal executive office of the limited liability limited
14 partnership; or
15 (2) When given by a form of electronic communication consented to by the
16 partner to which the notice is given if by:
17 (a) Facsimile communication, when directed to a telephone number
18 at which the partner has consented to receive notice;
19 (b) Electronic mail, when directed to an electronic mail address at
20 which the partner has consented to receive notice;
21 (c) Posting on an electronic network on which the partner has
22 consented to receive notice, together with separate notice to the
23 partner of the specific posting, upon the later of:
24 [1] The posting; or
25 [2] The giving of the separate notice; or
26 (d) Any other form of electronic communication by which the partner
27 has consented to receive notice when directed to the partner;
- 28 c. Is given in all other cases:
- 29 (1) When mailed to the person at an address designated by the person or
30 at the last-known address of the person;

- 1 (2) When deposited with a nationally recognized overnight delivery service
2 for overnight delivery or, if overnight delivery to the person is not
3 available, for delivery as promptly as practicable, to the person at an
4 address designated by the person or at the last known address of the
5 person;
- 6 (3) When handed to the person;
- 7 ~~(3)~~ (4) When left at the office of the person with a clerk or other person in
8 charge of the office or:
- 9 (a) If there is no one in charge, when left in a conspicuous place in
10 the office; or
- 11 (b) If the office is closed or the person to be notified has no office,
12 when left at the dwelling house or usual place of abode of the
13 person with some person of suitable age and discretion residing
14 there;
- 15 ~~(4)~~ (5) When given by a form of electronic communication consented to by the
16 person to whom the notice is given if by:
- 17 (a) Facsimile communication, when directed to a telephone number
18 at which the person has consented to receive notice;
- 19 (b) Electronic mail, when directed to an electronic mail address at
20 which the person has consented to receive notice;
- 21 (c) Posting on an electronic network on which the person has
22 consented to receive notice, together with separate notice to the
23 person of the specific posting, upon the later of:
- 24 [1] The posting; or
- 25 [2] The giving of the separate notice; or
- 26 (d) Any other form of electronic communication by which the person
27 has consented to receive notice, when directed to the person; or
- 28 ~~(5)~~ (6) When the method is fair and reasonable when all circumstances are
29 considered;
- 30 d. Is given when deposited in the United States mail with sufficient postage
31 affixed; and

- 1 e. Is given by deposit for delivery when deposited for delivery as provided in
2 paragraph (2), subdivision c of this subsection, after having made sufficient
3 arrangements for payment by the sender.
- 4 f. Is deemed received when given.
- 5 19. "Organization" ~~means~~:
- 6 a. ~~Whether Means, whether~~ domestic or foreign, a corporation, limited liability
7 company, general partnership, limited partnership, limited liability partnership,
8 limited liability limited partnership, or any other person subject to a governing
9 statute; but
- 10 b. Excludes ~~any~~:
- 11 (1) Any nonprofit corporation, whether a domestic nonprofit corporation
12 which is incorporated under chapter 10-33 or a foreign nonprofit
13 corporation which is incorporated in another jurisdiction.
- 14 (2) Any nonprofit limited liability company, whether a domestic nonprofit
15 limited liability company which is organized under chapter 10-36 or a
16 foreign nonprofit limited liability company which is organized in another
17 jurisdiction.