

Fifty-fifth
Legislative Assembly
of North Dakota

HOUSE BILL NO. 1129

Introduced by

Industry, Business and Labor Committee

(At the request of the Secretary of State)

1 A BILL for an Act to create and enact a new subsection to section 45-10.1-03 of the North
2 Dakota Century Code relating to the reserved name of a limited partnership; and to amend and
3 reenact sections 45-10.1-02 and 45-10.1-08 of the North Dakota Century Code, relating to the
4 name of a limited partnership and certificate of limited partnership.

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

6 **SECTION 1. AMENDMENT.** Section 45-10.1-02 of the North Dakota Century Code is
7 amended and reenacted as follows:

8 **45-10.1-02. (102) Name.** The name of each limited partnership as set forth in its
9 certificate of limited partnership:

- 10 1. Must contain ~~without abbreviation~~ the words "limited partnership" or the
11 abbreviation "L.P." or "LP".
- 12 2. May not contain the name of a limited partner unless:
 - 13 a. It is also the name of a general partner, the corporate name of a corporate
14 general partner or the limited liability company name of a limited liability
15 company general partner; or
 - 16 b. The business of the limited partnership had been carried on under that name
17 before the admission of that limited partner.
- 18 3. May not contain any word or phrase indicating or implying that it is organized other
19 than for a purpose stated in its certificate of limited partnership.
- 20 4. May not contain the word "corporation", "company", or "incorporated", "limited
21 liability company", or any abbreviation of those words.
- 22 5. May not be the same as or deceptively similar to the name of any corporation,
23 limited liability company, or limited partnership organized under the laws of this
24 state or licensed or registered as a foreign corporation, foreign limited liability

company, or limited partnership in this state, or a trade name or fictitious name certificate on file with the secretary of state, unless there is filed with the certificate of limited partnership a written consent of the holder of the similar name to use the name proposed by the limited partnership.

SECTION 2. A new subsection to section 45-10.1-03 of the North Dakota Century Code is created and enacted as follows:

The secretary of state may accept for filing a legible facsimile copy of the signed original of any application for reserved name that is the same size as the original document and which meets all other requirements of this section.

SECTION 3. AMENDMENT. Section 45-10.1-08 of the North Dakota Century Code is amended and reenacted as follows:

45-10.1-08. (201) Certificate of limited partnership.

1. In order to form a limited partnership, a certificate of limited partnership must be executed and filed in the office of the secretary of state. The certificate must set forth:
 - a. The name of the limited partnership.
 - b. The general character of its business.
 - c. The address of the office and the name and address of the agent for service of process required to be maintained by section 45-10.1-04.
 - d. The name and address of the principal place of business of each general partner.
 - e. ~~The latest date upon which the limited partnership is to dissolve.~~
 - f. Any other matters the general partners determine to include therein.
2. A limited partnership is formed at the time of the filing of the certificate of limited partnership in the office of the secretary of state or at any later time specified in the certificate of limited partnership if, in either case, there has been substantial compliance with the requirements of this section.