

SENATE BILL NO. 2073

Introduced by

Senator Krebsbach

Representative Dosch

(At the request of the Secretary of State)

1 A BILL for an Act to amend and reenact subsection 8 of section 45-10.1-01 and subsection 1 of
2 section 45-10.1-52 of the North Dakota Century Code, relating to registration of foreign limited
3 partnerships; to provide for retroactive application; and to declare an emergency.

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

5 **SECTION 1. AMENDMENT.** Subsection 8 of section 45-10.1-01 of the North Dakota
6 Century Code is amended and reenacted as follows:

7 8. "Foreign limited partnership" means a partnership formed under ~~the laws of any~~
8 state other than the laws of this state and having as partners one or more general
9 partners and one or more limited partners.

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

12 1. In order to register, a foreign limited partnership shall submit to the secretary of
13 state, on forms prescribed and furnished by the secretary of state, an application
14 for registration as a foreign limited partnership, signed by a general partner and
15 setting forth all of the following:

16 a. The name of the foreign limited partnership and, if different, the name under
17 which the foreign limited partnership proposes to register and transact
18 business in this state.

19 b. The ~~state~~ jurisdiction of origin and date of the foreign limited partnership's
20 formation.

21 c. The general character of the business the foreign limited partnership
22 proposes to transact in this state.

23 d. The name and address of any agent for service of process on the foreign
24 limited partnership whom the foreign limited partnership elects to appoint and

1 which must be an individual resident of this state, a domestic corporation, a
2 domestic limited liability company, a foreign corporation, or a foreign limited
3 liability company having a place of business in, and authorized to do business
4 in, this state.

5 e. A statement that the secretary of state is appointed the agent of the foreign
6 limited partnership for service of process if the agent's authority is revoked or
7 if the agent cannot be found or served with the exercise of reasonable
8 diligence.

9 f. The address of the principal office of the foreign limited partnership.

10 g. The name and address of the principal place of business of each general
11 partner.

12 h. The address of the office at which is kept a list of the names and addresses of
13 the limited partners and the limited partners' capital contributions, together
14 with an undertaking by the foreign limited partnership to keep those records
15 until the foreign limited partnership's registration in this state is canceled or
16 withdrawn.

17 **SECTION 3. RETROACTIVE APPLICATION OF ACT.** This Act applies retroactively to
18 any registration on file with the secretary of state on the effective date of this Act.

19 **SECTION 4. EMERGENCY.** This Act is declared to be an emergency measure.