

PROPOSED AMENDMENTS TO HOUSE BILL NO. 1273

Page 1, line 5, replace "subsections 4 and" with "subsection"

Page 7, line 16, after the second underscored comma insert "activity,"

Page 8, line 21, replace "executed" with "signed"

Page 9, line 4, after "formed" insert "by two or more persons"

Page 9, line 13, after "formed" insert "by two or more persons"

Page 9, line 22, remove "the" and replace "another" with "a jurisdiction other than this"

Page 10, after line 7, insert:

"(3) If a general partnership, chapters 45-12 through 45-21;"

Page 10, line 8, replace "(3)" with "(4)"

Page 10, line 9, replace "(4)" with "(5)"

Page 10, line 10, replace "(5)" with "(6)"

Page 10, line 15, replace "an entity having" with "a partnership that is formed by two or more persons and which has"

Page 10, line 17, remove "by two or more persons"

Page 10, line 30, replace "an entity having" with "a partnership that is formed by two or more persons and which has"

Page 11, line 1, remove "by two or more persons"

Page 12, line 4, after "receive" insert "notice"

Page 14, after line 7, insert:

"d. A general partnership, its partnership interests;"

Page 14, line 8, replace "d." with "e."

Page 14, line 9, replace "e." with "f."

Page 14, line 15, replace "a share" with "the transferable interest" and replace "of the profits and losses of a" with an underscored period

Page 14, remove line 16

Page 15, line 7, after the first "partnership" insert "or in the certificate of authority of a foreign limited partnership" and remove "of the limited partnership"

Page 15, line 27, after "and" insert "which"

Page 15, line 29, replace "Be" with "May be"

Page 17, line 25, remove "and"

Page 17, line 27, replace the underscored period with "; and"

Page 17, after line 27, insert:

"5. The provisions of this chapter relating to electronic records and electronic transactions do not limit or supersede any provision of chapter 9-16."

Page 21, line 10, remove "business"

Page 21, line 25, after the fourth underscored comma insert "45-13-04.2,"

Page 22, line 31, after the third underscored comma insert "45-13-04.2,"

Page 23, line 14, replace "2" with "3"

Page 23, line 16, remove the underscored colon

Page 23, line 17, replace "a. By" with "by"

Page 23, line 19, replace "b. By" with "by"

Page 23, line 21, replace "c. By" with "by" and replace ", unless" with ". If"

Page 23, line 22, after "the" insert "new limited partnership" and remove "in which"

Page 23, line 23, remove "case"

Page 23, line 24, replace "2. A limited partnership that" with "3."

Page 23, remove lines 25 and 26

Page 24, line 4, replace the underscored colon with an underscored period

Page 24, line 16, after "and" insert "the"

Page 30, line 19, replace "shall" with "must"

Page 37, after line 31, insert:

"8. A limited partnership that files an amendment to change its name and which is the owner of a trademark or trade name, is a general partner named in a fictitious name certificate, is a general partner in another limited partnership or limited liability limited partnership, or is a managing partner in a limited liability partnership that is on file with the secretary of state shall change the name of the limited partnership in each of the foregoing registrations that is applicable when the limited partnership files an amendment to the certificate of limited partnership."

Page 38, line 15, replace "singed" with "signed"

Page 38, line 25, replace "state" with "states"

Page 39, line 19, replace "on" with "one"

Page 41, line 10, replace "executed" with "signed"

Page 41, line 15, replace "executed" with "signed"

Page 41, line 24, replace "shall" with "must"

Page 43, line 17, after "all" insert "of"

Page 47, line 12, after "all" insert "of"

Page 52, line 12, replace "executed" with "signed"

Page 52, line 16, remove "from a transferee only if"

Page 52, line 17, replace "The" with "From a transferee only if the" and replace "execution of" with "signing"

Page 52, line 19, after the underscored comma insert "only if"

Page 52, line 21, replace "executed" with "signed"

Page 53, line 17, replace the first "of" with "on"

Page 72, line 11, replace "decease" with "deceased"

Page 72, line 30, replace "and" with "an"

Page 74, line 27, replace "executed" with "signed"

Page 75, line 6, remove the first underscored comma, after "and" insert "which", and remove the second "the owner"

Page 75, line 7, remove "of or"

Page 76, line 1, replace "office" with "officer"

Page 76, line 11, replace "office" with "officer"

Page 78, line 4, replace "article" with "chapter"

Page 78, line 16, replace "mortgager" with "mortgages"

Page 80, line 4, after the second "the" insert "foreign"

Page 82, line 7, replace "of" with "if the converting organization is"

Page 82, after line 18, insert:

"(3) A general partnership that is the converting organization was formed;"

Page 82, line 19, replace "(3)" with "(4)"

Page 82, line 22, replace "(4)" with "(5)"

Page 82, line 25, replace "(5)" with "(6)"

Page 83, line 28, replace "45-10.2-102" with "45-10.2-104"

Page 84, line 1, replace "45-10.2-102" with "45-10.2-104"

Page 84, line 16, replace "and the" with ";

(2) The"

Page 84, line 17, replace "shall" with "must"

Page 84, line 19, replace "(2)" with "(3)"

Page 84, line 20, replace "(3)" with "(4)"

Page 84, line 25, after "conversion" insert "without the organizational records"

Page 85, line 20, replace "a" with "the appropriate"

Page 86, line 3, replace "45-10.2-103" with "45-10.2-104"

Page 87, line 5, replace "corporation incorporated" with "limited partnership formed"

Page 89, line 23, after "must" insert "be accompanied by the plan of merger without organizational records and must"

Page 90, line 14, replace "shall" with "must"

Page 90, line 27, replace "vest" with "vests"

Page 91, line 12, after "merger" insert "and"

Page 95, line 22, after the underscored comma insert "the foreign limited partnership,"

Page 95, line 24, after "partnership" insert ", foreign limited partnership,"

Page 96, line 1, after the second "partnership" insert "or foreign limited partnership"

Page 96, line 5, after "partnership" insert "or foreign limited partnership"

Page 96, line 7, after "partnership" insert "or foreign limited partnership"

Page 96, line 8, after "office" insert "or at the principal executive office if located in this state"

Page 96, line 11, after "partnership" insert "or foreign limited partnership"

Page 96, line 13, replace the first "the" with "an" and after "partnership" insert "or foreign limited partnership"

Page 96, line 14, after the underscored period insert:

"a."

Page 96, line 15, replace "a. Shall" with "(1) Must"

Page 96, line 17, replace "b. Shall" with "(2) Must"

Page 96, line 20, replace "c." with "(3)" and after "partnership" insert "or foreign limited partnership"

Page 96, line 22, replace "(1)" with "(a)"

Page 96, line 23, replace "(2)" with "(b)"

Page 96, after line 23, insert:

"(4) Is returnable in not less than thirty days, notwithstanding a shorter period specified in the process, notice, or demand."

Page 96, line 24, replace "d." with "b." and replace "certified" with "registered"

Page 96, line 25, after "partnership" insert "or foreign limited partnership"

Page 96, remove lines 27 and 28

Page 97, line 11, after "partnership" insert "or foreign limited partnership"

Page 98, line 10, after the third "the" insert "certificate of limited partnership or"

Page 99, line 2, replace "terminated" with "dissolved"

Page 99, line 3, replace "termination" with "dissolution"

Page 99, line 11, replace "terminated" with "dissolved"

Page 99, line 12, replace "termination" with "dissolution"

Page 99, line 14, replace "terminated" with "dissolved"

Page 99, line 25, replace "terminated" with "dissolved"

Page 100, line 1, replace "termination" with "dissolution"

Page 101, line 20, replace "withdrawl" with "withdrawal"

Page 101, line 27, replace "termination" with "dissolution"

Page 102, line 21, after "partnership" insert "or foreign limited partnership"

Page 103, line 12, remove "domestic"

Page 104, line 3, replace "terminates" with "dissolves"

Page 104, line 11, replace "termination" with "dissolution"

Page 105, line 5, remove "domestic"

Page 105, line 8, replace the second "of" with "or"

Page 105, line 22, after "partnership" insert "or foreign limited partnership"

Page 105, line 25, after "partnership" insert "or foreign limited partnership"

Page 105, line 27, after "partnership" insert "or foreign limited partnership"

Page 105, line 29, after "partnership" insert "or foreign limited partnership"

Page 106, remove lines 4 through 7

Page 106, line 8, replace "45-10.2-118" with "45-10.2-117"

Page 108, line 7, replace "Subsections 4 and" with "Subsection"

Page 108, line 8, replace "are" with "is"

Page 108, remove lines 9 and 10

Page 114, line 12, remove "a."

Page 114, line 14, remove the overstrike over "a-" and remove "(1)"

Page 114, line 16, remove the overstrike over "b-", remove "(2)", and overstrike "termination" and insert immediately thereafter "dissolution"

Page 114, remove lines 19 through 22

Renumber accordingly