

MICROFILM DIVIDER

OMI/RECORDS MANAGEMENT DIVISION

SFN 2053 (2/85) 5M



ROLL NUMBER

DESCRIPTION

2142

2001 SENATE INDUSTRY, BUSINESS AND LABOR

SB 2142

2001 SENATE STANDING COMMITTEE MINUTES

BILL/RESOLUTION NO. SB 2142

Senate Industry, Business and Labor Committee

☐ Conference Committee

Hearing Date January 15, 2001

Tape Number	Side A	Side B	Meter #
1	x		0 to 26.7
(March 19/01) 1	x		18.7 to 21.9
Committee Clerk Signature <i>Doris E. Perry</i>			

Minutes:

The committee was called to order. All members present. The hearing was opened on SB 2142 relating to business corporation, professional corporation, and limited liability companies.

AL JAEGER, ND Secretary of State, submitted amendment to correct Section 32 of the bill.

Written testimony attached.

WILLIAM L. GUY III, Chairman, ND Business Entity Drafting Committee in support of the bill. Written testimony attached..

CLARA JENKINS, Director, Business Development Division, ND Secretary of State. This bill cleans up the bill passed last session.

SENATOR KREBSBACH: What type of business this regulates?

C. JENKINS: All from farming to business.

SENATOR MUTCH: Any advantages of a LCC?

Page 2

Senate Industry, Business and Labor Committee

Bill/Resolution Number 2142

Hearing Date January 15, 2001

A. JAEGER: LCC combines the benefits of corporation and partnership and provides fiscal (tax) advantages.

No testimony against. Discussion. Hearing concluded

SENATOR KLEIN: Motion to adopt amendment.

SENATOR EVERY: Seconded

Roll call vote: yes 7; no 0; absent not voting 0. Motion passed.

SENATOR KREBSBACH: Motion: Do pass bill as amended. SENATOR KLEIN: seconded.

Roll call vote: yes 7; no 0; absent not voting 0. Motion passed.

Carrier: SENATOR KREBSBACH.

Page 3

Senate Industry, Business and Labor Committee

Bill/Resolution Number 2142

Hearing Date ~~January 15, 2001~~

March 19/01. Tape 1-A- 18.7 to 21.9

Committee reconvened. All member, except Senator Espegard, present. Committee studied House amendments and letter submitted by Secretary of State Al Jaeger.

Senator Klein: The intent of the amendment is consistency. Motion to accede to House amendments.

Senator Krebsbach: Second.

Roll call vote: 6 yes; 0 no; 1 absent not voting. Motion carried.

Floor assignment: **Senator Krebsbach.**

FISCAL NOTE
Requested by Legislative Council
12/28/2000

Bill/Resolution No.: SB 2142

Amendment to:

1A. State fiscal effect: *Identify the state fiscal effect and the fiscal effect on agency appropriations compared to funding levels and appropriations anticipated under current law.*

	1999-2001 Biennium		2001-2003 Biennium		2003-2005 Biennium	
	General Fund	Other Funds	General Fund	Other Funds	General Fund	Other Funds
Revenues	\$0	\$0	\$0	\$0	\$0	\$0
Expenditures	\$0	\$0	\$0	\$0	\$0	\$0
Appropriations	\$0	\$0	\$0	\$0	\$0	\$0

1B. County, city, and school district fiscal effect: *Identify the fiscal effect on the appropriate political subdivision.*

1999-2001 Biennium			2001-2003 Biennium			2003-2005 Biennium		
Counties	Cities	School Districts	Counties	Cities	School Districts	Counties	Cities	School Districts
\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

2. Narrative: *Identify the aspects of the measure which cause fiscal impact and include any comments relevant to your analysis.*

The main overall purpose of this bill is to make technical corrections to sections of state law that pertain to business corporations, professional corporations, and limited liability companies.

For the purposes of consistency with existing law for domestic corporations, foreign corporations, and domestic limited liability companies, the bill increases the fee from \$20 to \$50 for the filing of merger documents for a foreign limited liability company so that the merger fees for all four business structures will be the same.

3. State fiscal effect detail: *For information shown under state fiscal effect in 1A, please:*

A. Revenues: *Explain the revenue amounts. Provide detail, when appropriate, for each revenue type and fund affected and any amounts included in the executive budget.*

The revenue impact to the state's general fund is less than \$500.

B. Expenditures: *Explain the expenditure amounts. Provide detail, when appropriate, for each agency, line item, and fund affected and the number of FTE positions affected.*

C. Appropriations: *Explain the appropriation amounts. Provide detail, when appropriate, of the effect on the biennial appropriation for each agency and fund affected and any amounts included in the executive budget. Indicate the relationship between the amounts shown for expenditures and appropriations.*

Non applicable

Name:	Al Jaeger	Agency:	Secretary of State
Phone Number:	328-2900	Date Prepared:	01/03/2001

Date: 1/15/01

Roll Call Vote #: /

2001 SENATE STANDING COMMITTEE ROLL CALL VOTES

BILL/RESOLUTION NO. 2142

Senate Senate Industry, Business and Labor

Committee

Subcommittee on

or

☐ Conference Committee

Legislative Council Amendment Number

Action Taken To adopt a amendment

Motion Made By

Seconded

13y

Sen. Clinton

Sun. Energy

[illegible]

Total (Yes) 7 No 0

Absent 0

Floor Assignment

If the vote is on an amendment, briefly indicate intent:

To correct sequence in Section 32 of the bill

Date: January 15/2001
Roll Call Vote #: 2

2001 SENATE STANDING COMMITTEE ROLL CALL VOTES
BILL/RESOLUTION NO. 2142

Senate Industry, Business and Labor

Committee

☐ Subcommittee on

or

☐ Conference Committee

Legislative Council Amendment Number

Action Taken

Do pass as amended

Motion Made By

S Krebsbach

Seconded

By

S. L. Levine

[illegible]

Total (Yes)

7

No

0

Absent

①

Floor Assignment

Sen. Greubach

If the vote is on an amendment, briefly indicate intent:

REPORT OF STANDING COMMITTEE

SB 2142: Industry, Business and Labor Committee (Sen. Mutch, Chairman) recommends **AMENDMENTS AS FOLLOWS** and when so amended, recommends **DO PASS** (7 YEAS, 0 NAYS, 0 ABSENT AND NOT VOTING). SB 2142 was placed on the Sixth order on the calendar.

Page 24, line 26, remove "d."

Page 25, line 1, replace "b" with "a"

Page 25, line 11, replace "c" with "b"

Renumber accordingly

Date: 3/19/01
Roll Call Vote #: 1

2001 SENATE STANDING COMMITTEE ROLL CALL VOTES
BILL/RESOLUTION NO. 2142

Senate Industry, Business and Labor

Committee

☐ Subcommittee on _____
or
☐ Conference Committee

Legislative Council Amendment Number _____

Action Taken Accede to House amendments

Motion Made By Sen Klein Seconded By Sen Krebsbach

Senators	Yes	No	Senators	Yes	No
Senator Mutch - Chairman	✓		Senator Every	✓	
Senator Klein - Vice Chairman	✓		Senator Mathern	✓	
Senator Espgaard	17				
Senator Krebsbach	✓				
Senator Tollefson	✓				

Total (Yes) 6 No 0

Absent 1

Floor Assignment Sen Krebsbach

If the vote is on an amendment, briefly indicate intent:

2001 HOUSE INDUSTRY, BUSINESS AND LABOR

SB 2142

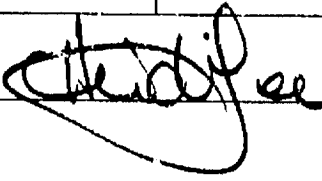
2001 HOUSE STANDING COMMITTEE MINUTES

BILL/RESOLUTION NO. SB 2142

House Industry, Business and Labor Committee

☐ Conference Committee

Hearing Date March 6, 2001

Tape Number	Side A	Side B	Meter #
2		X	47.6
3	X		-13
Committee Clerk Signature 			

Minutes:

Chairman Berg: We'll go to SB 2142.

Al Jaeger: *Sec. Of State* Written testimony sponsoring bill.

William Guy: *NDBEDC* Written testimony in behalf of the bill.

Clara Jenkins: *Business Divisions* Written testimony in support of bill.

No pertinent questions to testifiers.

Chairman Berg: We'll close the hearing, what is the committee's wishes?

Rep. M. Klein: I move the amendment

Rep Pietsch: Second.

Motion carried.

Rep M. Klein: I move a do pass as amended.

Rep Koppang: I second.

13 yea, 0 nay, 2 absent Carrier Rep. Pietsch

Date: 3-6-01
Roll Call Vote #: 1

2001 HOUSE STANDING COMMITTEE ROLL CALL VOTES
BILL/RESOLUTION NO. SB 2172

House Industry, Business and Labor Committee

Legislative Council Amendment Number _____

Action Taken Do Pass as Amended

Motion Made By M. Klein Seconded By Koppang

Representatives	Yes	No	Representatives	Yes	No
Chairman- Rick Berg	✓		Rep. Jim Kasper	✓	
Vice-Chairman George Keiser	✓		Rep. Matthew M. Klein	✓	
Rep. Mary Ekstorm	✓		Rep. Myron Koppang	✓	
Rep. Rod Froelich	✓		Rep. Doug Lemieux	✓	
Rep. Glen Froseth	✓		Rep. Bill Pietsch	✓	
Rep. Roxanne Jensen	✓		Rep. Dan Ruby	✓	
Rep. Nancy Johnson	✓		Rep. Dale C. Severson	✓	
			Rep. Elwood Thorpe	✓	

Total (Yes) 13 No 0

Absent 2

Floor Assignment Rep Pietsch

If the vote is on an amendment, briefly indicate intent:

REPORT OF STANDING COMMITTEE (410)
March 9, 2001 8:45 a.m.

Module No: HR-41-5161
Carrier: Pletsch
Insert LC: 18156.0201 Title: .0300

REPORT OF STANDING COMMITTEE

SB 2142, as engrossed: Industry, Business and Labor Committee (Rep. Berg, Chairman) recommends AMENDMENTS AS FOLLOWS and when so amended, recommends DO PASS (13 YEAS, 0 NAYS, 2 ABSENT AND NOT VOTING). Engrossed SB 2142 was placed on the Sixth order on the calendar.

Page 5, line 12, overstrike "solely"

Page 13, line 21, overstrike "or renewal registration"

Renumber accordingly

2001 TESTIMONY

SB 2142

ALVIN A. JAEGER
SECRETARY OF STATE

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SECRETARY OF STATE

STATE OF NORTH DAKOTA
600 EAST BOULEVARD AVENUE DEPT 100
BISMARCK ND 58505-0500

January 15, 2001

TO: Senator Mutch and Members – Senate Industry, Business and Labor Committee

FR: Al Jaeger, Secretary of State

RE: SB 2142 – Related to Business and Professional Corporations and Limited Liability Companies

In each of the past four legislative sessions, the Secretary of State's office and a committee from the State Bar Association of North Dakota have worked together to improve the laws and regulations that pertain to the business community.

In 1993, that affiliation resulted in the enactment by the legislature of the limited liability company act. There now are almost 1,500 limited liability companies registered.

That was followed in 1995, when the legislature adoption the law creating limited liability partnerships, which now number almost 1,100.

In 1997, the chapter governing nonprofit corporations was rewritten by this combined effort and enacted by the legislature.

In 1999, the legislature adopted SB 2271, which was the thickest bill of the session having 158 pages (one of your committee members, Senator Krebsbach, was a co-sponsor of that bill). That bill was an intensive effort to update and correct numerous laws related to almost every business registration administered by the Secretary of State's office.

This year, there are only 39 pages in the business technical correction bill, which is before you. In other words, with the support of the legislature during the past four sessions, the laws pertaining to the business community have been greatly improved and are not in need of that much correction and improvement this session.

Representing the Secretary of State's office on the drafting committee has been Clara Jenkins, Director of the Business Division. She is a long time employee and her experience and knowledge of the laws governing business is extensive. The chairman of the working group from the State Bar Association during the past four sessions, and for this particular bill in this session, is William L. Guy III.

In a moment, I will ask Bill to present the details of the bill to the committee. Afterward, he and Clara will answer any questions, which members of the committee may have.

However, I first must make the committee aware of an amendment to SB 2142, which needs to be adopted by the committee. As you can see, it is not substantive, but is still very necessary so that the sequence in Section 32 of the bill is correct.

at 8/10/00

PROPOSED AMENDMENTS TO SENATE BILL NO. 2142

Page 24, line 26, remove "a"

Page 25, line 1, replace "b" with "a"

Page 25, line 11, replace "c" with "b"

Renumber accordingly

ALVIN A. JAEGER
SECRETARY OF STATE

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SECRETARY OF STATE

STATE OF NORTH DAKOTA
600 EAST BOULEVARD AVENUE DEPT 108
BISMARCK ND 58505-0500

March 6 2001

TO: Rep. Berg and Members – House Industry, Business and Labor Committee

FR: Clara Jenkins, Director, Business Division, Office of Secretary of State

RE: SB 2142 – Related to Business and Professional Corporations and Limited Liability Companies

Section 13: This change will require professional limited liability companies to report the names of the officers that are in place at the time the annual report is filed, which is due on November 15 of each year. The current law provides that the report list the officers as of June 30, which is four and half months before the report is due and which may not provide the most current and accurate information.

Section 14: This is a technical change, which removes a reference to the term "renewal registration" for a professional limited liability partnership. The term "renewal registration" for a limited liability partnership was changed to the term "annual report" in the 1999 legislation that was adopted.

Section 44: This change is for the purposes of consistency. It increases the filing fee for a "certificate of fact of merger" for a foreign limited liability company from \$20 to \$50. This change will make this fee consistent with the similar fee paid by North Dakota limited liability companies and with all other business entities registered with the Secretary of State.

Amendments:

On Page 5, line 12, the removal of the word "solely" makes the current language of subsection 1 consistent with the new sentence being added.

On Page 13, line 21, the amendment makes the text consistent with the same change as was made in Section 14 and which was inadvertently overlooked in the drafting of the bill.

PROPOSED AMENDMENTS TO ENGROSSED SENATE BILL NO. 2142

Page 5, line 12, remove "solely"

Page 13, line 21, remove "or renewal registration"

Renumber accordingly.

ALVIN A. JAEGER
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SECRETARY OF STATE

STATE OF NORTH DAKOTA
600 EAST BOULEVARD AVENUE DEPT 108
BISMARCK ND 58505-0500

March 6, 2001

TO: Rep. Berg and Members – House Industry, Business and Labor Committee

FR: Al Jaeger, Secretary of State

RE: SB 2142 – Related to Business and Professional Corporations and Limited Liability Companies

In each of the past four legislative sessions, the Secretary of State's office and a committee from the State Bar Association of North Dakota have worked together to improve the laws and regulations that pertain to the business community.

In 1993, that affiliation resulted in the enactment of legislation establishing the limited liability company business structure. There now are almost 1,500 limited liability companies registered with the Secretary of State's office.

That was followed in 1995, when the legislature adopted the bill creating limited liability partnerships, which now number almost 1,100.

In 1997, the combined effort resulted in the rewriting of the chapter governing nonprofit corporations and the subsequent enactment of that rewrite by the legislature.

In 1999, the legislature adopted SB 2271, which was the thickest bill of the session with its 158 pages. That bill was an intensive effort to update and correct numerous laws related to almost every business registration administered by the Secretary of State's office. It also established the limited liability limited partnership.

For this session, this business technical corrections bill only has 39 pages. In other words, with the support of the legislature during the past four sessions, the laws pertaining to the business community have been greatly improved and not that much needed to be done this time.

Representing the Secretary of State's office on the drafting committee has been Clara Jenkins, Director of the Business Division, a long time employee. Her experience and knowledge of the laws governing business is extensive. The chairman of the working group from the State Bar Association during the past four sessions, and for this particular bill, is William L. Guy III.

In a moment, I will ask Mr. Guy to present the details of the bill to the committee. Afterwards, Clara will provide a brief explanation to three sections of the bill, which relate to administrative issues. She will also present an amendment that only changes a few words, but which nevertheless are important.

TESTIMONY OF WILLIAM L. GUY III, CHAIRMAN
NORTH DAKOTA BUSINESS ENTITY DRAFTING COMMITTEE
IN SUPPORT OF
SENATE BILL 2142

Mr. Chairman and Members of the Committee, I am here on behalf of a task force which, as in the past, has undertaken to take care of housekeeping and technical legislation with respect to the various business entity statutes in the North Dakota Century Code. Accordingly, the Committee has prepared the legislation that you have before you as Senate Bill 2142. This legislation updates certain sections of the chapters governing Business Corporations (Chapter 10-19.1), Professional Organizations (Chapter 10-31) and Limited Liability Companies (Chapter 10-32).

The Committee consists of Clara Jenkins, Director of Corporations in the Office of the Secretary of State, Mary Bader, Greg Hammes, Terry Knoepfle, Darrell Larson, Mike Wagner and me, on behalf of the State Bar Association of North Dakota.

This legislation mostly consists of updating, technical clarifications and grammatical changes, some of which were initially enacted as part of the Minnesota counterpart for that particular chapter. In addition, some of the changes set forth in this legislation have been requested by the Office of the Secretary of State or by the Legislative Council. Finally, we have presented to the Chairman of your Committee an amendment to the numbering in section 32 of the Bill (on pages 24 and 25).

As has been the case in years past, our objective is to make each of these chapters as "user friendly" as possible to the general public by keeping the format and as many defined terms as possible either identical to or parallel with

those with each of the state's principal business entities such as business corporations, nonprofit corporations, limited liability companies (LLC's), limited partnerships (LP's), limited liability partnerships (LLP's), limited liability limited partnerships (LLLLP's) and general partnerships (GP's).

If you wish, I will now cover some of the highlights in the Bill on a section by section basis. All "section references" are to sections in the Bill and not to the legislation being amended.

For ease in reviewing this testimony the modifications in each section will be identified as either being a "grammatical change", a "technical clarification", or a "substantive change". All "substantive changes" have been highlighted in bold type.

- Section 1 (beginning on page 1) is a technical clarification of the term "constituent corporation" as it relates to the surviving and disappearing corporations in a merger or an exchange.
- Section 2 (beginning on page 2) consists of a technical clarification which makes clear that Section 10-19.1-32 must not be contravened by any article in the Articles of Incorporation.
- Section 3 (beginning on page 2) is a technical clarification in which the language in question is moved from the end of the section to the sentence within the section to which it pertains.
- Section 4 (beginning on page 3) is a technical clarification which makes clear that the By-Laws of a corporation may not contravene Section 10-19.1-32 and which deletes superfluous language pertaining to federal securities laws.
- Section 5 (beginning on page 3) is a technical clarification which makes clear that director conflicts of interest must be disclosed to non-voting shareholders as well as voting shareholders.

- Section 6 (beginning on page 4) is a technical clarification which makes clear that Section 10-19.1-61.1 may be rendered inapplicable by restrictions in the Articles of Incorporation that so state.
- Section 7 (beginning on page 5) is a substantive change in which the terms and conditions for the right to purchase corporate securities may be established by an officer of the corporation if so authorized by the Board. Previously Board action was required.
- Section 8 (beginning on page 5) is a technical clarification which makes clear that a shareholder control agreement may include as parties to it individuals who are neither shareholders nor subscribers to shares.
- Section 9 (beginning on page 5) is a technical clarification of the shares which are entitled to vote in a merger or exchange of shares.
- Section 10 (beginning on page 7) is a technical clarification of the proportionate number of voting shares required when the determination of indemnification is being made by the shareholders.
- Section 11 (beginning on page 8) is a technical clarification making clear that a plan of merger or exchange may require that it be submitted to the shareholders even though the board no longer supports the plan.
- Section 12 (beginning on page 9) is a substantive change in which a constituent organization in a merger may change its corporate name without a vote of the shareholders by including that provision in the plan of merger.
- Sections 13 and 14 (beginning on pages 12 and 13) are submissions from the Office of the Secretary of State which will be addressed by Clara Jenkins in her testimony.

- Section 15 (beginning on page 14) is a technical clarification of the definition of "constituent organization" (and does for the Limited Liability Company in Chapter 10-32 what the amendment contained in Section 1 of this Bill does for business corporations).
- Section 16 (beginning on page 14) is a technical clarification which makes clear that unanimous consent for the dissolution of a limited liability company is only required with respect to limited liabilities companies whose existence begins before July 1, 1999.
- Section 17 (beginning on page 16) is a technical clarification which makes clear that a limited liability company may not, through its Articles of Organization, limit the right of others to bring suit against it.
- Section 18 (beginning on page 16) is a grammatical change in which the language in question is transferred within the subsection for greater clarity.
- Section 19 (beginning on page 17) is a technical clarification of the consents required when a member seeks to assign his or her membership interest in the limited liability company.
- Section 20 (beginning on page 17) is a grammatical change.
- Section 21 (beginning on page 18) is a technical clarification of the minimum percentage of voting power of membership interests in an LLC required for action by the members.
- Section 22 (beginning on page 18) is a grammatical change.
- Section 23 (beginning on page 18) is a grammatical change.
- Section 24 (beginning on page 19) is a ^{technical} ~~substantive~~ change regarding the rights of members to obtain copies of member-control agreements at company expense.

- Section 25 (beginning on page 21) consists of several technical clarifications which make clear which party to the merger is being referred to in each instance.
- Section 26 (beginning on page 22) is a substantive change by which the Board of Governors is allowed to designate a manager to enter into contribution allowance agreements on behalf of the limited liability company.
- Section 27 (beginning on page 23) is a grammatical change to delete superfluous language.
- Section 28 (beginning on page 23) is a technical clarification of the fact that the By-Laws of the corporation may not contain any provisions which are inconsistent with Section 10-32-69 pertaining to the authority of the Board of Governors.
- Section 29 (beginning on page 23) is a substantive change allowing the first Board of Governors of a limited liability company to be named in a member-control agreement (as well as in the Articles of Organization or by election of the organizers).
- Section 30 (beginning on page 24) is a substantive change allowing for the number of directors to be increased or decreased as provided in a member-control agreement (as well as in the Articles or By-Laws).
- Section 31 (beginning on page 24) is a technical clarification of the method by which cumulative voting by the members of the organization occurs when voting for members of the Board of Governors.
- Section 32 (beginning on page 24) is a technical clarification which makes clear that a governor can be removed by the same proportion of members as were necessary to elect that governor (whether done by the

members as a group or by the holders of a class or series of membership interests).

- Section 33 (beginning on page 25) is a substantive change which allows for the date, time and place of meetings of the Board of Governors to be designated in a member-control agreement (as well as in the Articles of Organization or the By-Laws).
- Section 34 (beginning on page 25) is a grammatical change.
- Section 35 (beginning on page 26) is a substantive change in which a governor's personal liability to the limited liability company or its members may be limited or eliminated by so providing in a member-control agreement (as well as in the Articles of Organization).
- Section 36 (beginning on page 26) is a technical clarification, which makes clear that material facts of a conflict of interest must be made known to all members, whether or not entitled to vote.
- Section 37 (beginning on page 27) is a substantive change in which the president's authority to act on behalf of the limited liability company may be delegated to another through a member-control agreement (as well as through the Articles and By-Laws).
- Section 38 (beginning on page 28) is a technical clarification which makes clear the voting requirements when indemnification decisions are made by the members of a limited liability company.
- Section 39 (beginning on page 29) is a substantive change authorizing the requirement that a plan of merger or exchange be submitted to the members of the limited liability company even though the Board of Governors no longer supports the plan.
- Section 40 (beginning on page 30) is a substantive change allowing a limited liability company which is a party to a merger change its name

without a vote of the owners through the inclusion of appropriate language in the plan of merger.

- Section 41 (beginning on page 33) is a substantive change setting forth the additions under which a limited liability company is dissolved upon the occurrence of events which terminate the continued membership of a member in a limited liability company. Primarily these changes simplify the requirements that it result in dissolution for limited liability companies that were organized prior to June 30, 1999.
- Section 42 (beginning on page 36) is a substantive change which sets forth the circumstances under which a Court may order the sale of all of the membership interests in a limited liability company back to the company or to its other members.
- Section 43 (beginning on page 39) is a technical clarification making clear that the section pertaining to the dissolution of limited liability companies pertains in all circumstances except those in which the dissolution is occurring simultaneously with a merger (which situations govern under Section 10-32-112).
- Section 44 (beginning on page 39) was submitted by the Office of the Secretary of State.

As you can see, the legislation embodied in this Bill serves to further integrate and refine key elements of our existing business entity statutes with each other. Thank you for the opportunity to address your committee. If you have any questions, I would be happy to answer them.

ALVIN A. JAEGER
SECRETARY OF STATE

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SECRETARY OF STATE

STATE OF NORTH DAKOTA
600 EAST BOULEVARD AVENUE DEPT. 108
BISMARCK ND 58505-0500

March 19, 2001

TO: Senator Mutch and Members – Senate Industry, Business and Labor Committee

FR: Al Jaeger, Secretary of State

RE: SB 2142 – Business and Professional Corporations and Limited Liability Companies

This bill was amended in the House and passed on a vote of 94 to 0. I respectfully request that the committee and the Senate concur with the House amendments.

The amendments were made at the request of the Secretary of State's office and do the following.

On Page 5, line 12, the removal of the word "solely" makes the current language of subsection 1 consistent with the new sentence being added.

On Page 13, line 21, the amendment makes the text consistent with the same change as was made in Section 14 and which was inadvertently overlooked in the drafting of the bill.

AMENDMENTS TO ENGROSSED SENATE BILL NO. 2142

Page 5, line 12, overstrike "solely"

Page 13, line 21, overstrike "or renewal registration"

Renumber accordingly

18156.0201

Title.0300

Adopted by the House Industry, Business and Labor Committee
March 6, 2001