

CHAPTER 257  
FORMERLY  
HOUSE BILL NO. 342

AN ACT TO AMEND CHAPTER 15, TITLE 6 OF THE DELAWARE CODE RELATING TO THE CREATION, REGULATION, OPERATION AND DISSOLUTION OF DOMESTIC PARTNERSHIPS AND THE REGISTRATION AND REGULATION OF FOREIGN LIMITED LIABILITY PARTNERSHIPS.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF DELAWARE:

Section 1. Amend § 15-108, Chapter 15, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 15-108 Name of partnership.

(c) The name of a partnership to be included in the statement of partnership existence, statement of qualification or statement of foreign qualification filed by such partnership must be such as to distinguish it upon the records in the office of the Secretary of State from the name on such records of any corporation, partnership (including a limited liability partnership), limited partnership (including a limited liability limited partnership), statutory trust, limited liability company, registered series of a limited liability company or registered series of a limited partnership organized under the laws of the State of Delaware and reserved, registered, formed or organized with the Secretary of State or qualified to do business and registered as a foreign corporation, foreign limited liability partnership, foreign limited partnership, foreign statutory trust or foreign limited liability company in the State of Delaware; provided, however, that a domestic partnership may be registered under any name which is not such as to distinguish it upon the records of the Secretary of State from the name on such records of any domestic or foreign corporation, limited partnership (including a limited liability limited partnership), statutory trust, limited liability company, registered series of a limited liability company, registered series of a limited partnership<sub>2</sub> or foreign limited liability partnership reserved, registered, formed or organized under the laws of the State of Delaware with the written consent of the other corporation, limited partnership (including a limited liability limited partnership), statutory trust, limited liability company, registered series of a limited liability company, registered series of a limited partnership<sub>2</sub> or foreign limited liability partnership which written consent shall be filed with the Secretary of State; provided further, that, if on July 31, 2011, a domestic partnership is registered (with the consent of another domestic partnership) under a name which is not such as to distinguish it upon the records in the office of the Secretary of State from the name on such records of such other domestic partnership, it shall not be necessary for any such domestic partnership to amend its statement of partnership existence or statement of qualification to comply with this subsection.

Section 2. Amend § 15-111, Chapter 15, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 15-111 Registered office; registered agent.

(a) Each partnership that files a statement of partnership existence, a statement of qualification or a statement of foreign qualification shall have and maintain in the State of Delaware:

(2) A registered agent for service of process on the partnership, having a business office identical with such registered office, which agent may be any of

d. A foreign corporation, a foreign ~~partnership (whether general (including a limited liability partnership) or, a foreign~~ limited partnership (including a foreign limited liability limited partnership)), a foreign limited liability company, or a foreign statutory trust.

(b) A registered agent may change the address of the registered office of the partnership(s) for which it is registered agent to another address in the State of Delaware by paying a fee as set forth in § 15-1207 of this title and filing with the Secretary of State a certificate, executed by such registered agent, setting forth the address at which such registered agent has maintained the registered office for each of the partnerships for which it is a registered agent, and further certifying to the new address to which each such registered office will be changed on a given day, and at which new address such registered agent will thereafter maintain the registered office for each of the partnerships for which it is a registered agent. Upon the filing of such certificate, ~~the Secretary of State shall furnish to the registered agent a certified copy of the same under the Secretary's hand and seal of office, and thereafter, or until further change~~ of address as authorized by law, the registered office in the State of Delaware of each of the partnerships for which the agent is a registered agent shall be located at the new address of the registered agent thereof as given in the certificate. In the event of a change of name of any person acting as a registered agent of a partnership, such registered agent shall file with the Secretary of State a certificate, executed by such registered agent, setting forth the new name of such registered agent, the name of such registered agent before it was changed and the address at which such registered agent has maintained the registered office for each of the partnerships for which it is a registered agent, and shall pay a fee as set forth in § 15-1207 of this title. ~~Upon the filing of such certificate, the Secretary of State shall furnish to the registered agent a certified copy of the certificate under his or her hand and seal of office.~~ A change of name of any person acting as a registered agent of a partnership as a result of (i) a merger or consolidation of the registered agent, with or into another person which succeeds to its assets and liabilities by operation of law, (ii) the conversion of the registered agent into another person, or (iii) a division of the registered agent in which an identified resulting person succeeds to all of the assets and liabilities of the registered agent related to its registered agent business pursuant to the plan of division, as set forth in the certificate of division, shall each be deemed a change of name for purposes of this section. Filing a certificate under this section shall be deemed to be an amendment of the statement of partnership existence, statement of qualification or statement of foreign qualification of each partnership affected thereby and each such partnership shall not be required to take any further action, with respect thereto, to amend its statement of partnership existence, statement of qualification or statement of foreign qualification under § 15-105(d) of this title. Any registered agent filing a certificate under this section shall promptly, upon such filing, deliver a copy of any such certificate to each partnership affected thereby.

(c) The registered agent of 1 or more partnerships may resign and appoint a successor registered agent by paying a fee as set forth in § 15-1207 of this title and filing a certificate with the Secretary of State, stating the name and address of the successor registered agent. There shall be attached to such certificate a statement of each affected partnership ratifying and approving such change of registered agent. Upon such filing, the successor registered agent

shall become the registered agent of such partnerships as have ratified and approved such substitution and the successor registered agent's address, as stated in such certificate, shall become the address of each such partnership's registered office in the State of Delaware. ~~The Secretary of State shall then issue a certificate that the successor registered agent has become the registered agent of the partnerships so ratifying and approving such change and setting out the names of such partnerships.~~ Filing of such certificate of resignation shall be deemed to be an amendment of the statement of partnership existence, statement of qualification or statement of foreign qualification of each partnership affected thereby and each such partnership shall not be required to take any further action with respect thereto to amend its statement of partnership existence, statement of qualification or statement of foreign qualification under § 15-105(d) of this title.

(f) Any registered agent who at any time serves as registered agent for more than 50 entities (a "commercial registered agent"), whether domestic or foreign, shall satisfy and comply with the following qualifications.

(2) A domestic or foreign corporation, a domestic ~~or foreign~~ partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)), a foreign limited liability partnership, a domestic or foreign limited liability company, or a domestic or foreign statutory trust serving as a commercial registered agent shall:

Section 3. Amend § 15-120, Chapter 15, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 15-120 ~~Contractual~~ No statutory appraisal rights.

~~A~~ Unless otherwise provided in a partnership agreement or an agreement of merger or consolidation or a plan of merger may provide that contractual, no appraisal rights shall be available with respect to a partnership interest or another interest in a partnership ~~shall be available for any class or group of partners or partnership interests, including~~ in connection with any amendment of a partnership agreement, any merger or consolidation in which the partnership is a constituent party to the merger or consolidation, any conversion of the partnership to another business form, any transfer to or domestication or continuance in any jurisdiction by the partnership, or the sale of all or substantially all of the partnership's assets. The Court of Chancery shall have jurisdiction to hear and determine any matter relating to any ~~such~~ appraisal rights provided in a partnership agreement or an agreement of merger or consolidation or a plan of merger.

Section 4. Amend § 15-124, Chapter 15, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 15-124 Document form, signature and delivery.

(a) Except as provided in subsection (b) of this section, without limiting the manner in which any act or transaction may be documented, or the manner in which a document may be signed or delivered:

(2) Whenever this chapter or the partnership agreement requires or permits a signature, the signature may be a manual, facsimile, conformed or electronic signature. "Electronic signature" means an electronic symbol or process that is attached to, or logically associated with, a document and executed or adopted by a person with

an intent to execute, authenticate or adopt the document. A person may execute a document with such person's signature.

Section 5. Amend § 15-403, Chapter 15, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 15-403 Partner's rights and duties with respect to information.

(c) A partnership and its partners may maintain the books and records and other information concerning the partnership in other than ~~a written paper~~ form, including on, by means of, or in the form of any information storage device, method, or 1 or more electronic networks or databases (including 1 or more distributed electronic networks or databases), if such form is capable of conversion into written paper form within a reasonable time.

Section 6. Amend § 15-903, Chapter 15, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 15-903 Approval of conversion of a domestic partnership.

(f) Upon the filing in the office of the Secretary of State of the certificate of conversion to non-Delaware entity or upon the future effective date or time of the certificate of conversion to non-Delaware entity and payment to the Secretary of State of all fees prescribed in this chapter, ~~the Secretary of State shall certify that the partnership has filed all documents and paid all fees required by this chapter, and thereupon~~ the partnership shall cease to exist as a partnership of the State of Delaware. Such A copy of the certificate of conversion to non-Delaware entity certified by ~~of~~ the Secretary of State shall be prima facie evidence of the conversion by such partnership out of the State of Delaware.

Section 7. Amend § 15-905, Chapter 15, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 15-905 Transfer or continuance of domestic partnerships.

(c) Upon the filing with the Secretary of State of the certificate of transfer or upon the future effective date or time of the certificate of transfer and payment to the Secretary of State of all fees prescribed in this chapter, ~~the Secretary of State shall certify that the partnership has filed all documents and paid all fees required by this chapter, and thereupon~~ the partnership shall cease to exist as a partnership of the State. Such A copy of the certificate of transfer certified by the Secretary of State shall be *prima facie* evidence of the transfer or domestication or continuance by such partnership out of the State of Delaware. A copy of the certificate of transfer and domestic continuance certified by the Secretary of State shall be prima facie evidence of such partnership's transfer to or domestication or continuance in another jurisdiction and its continuance as a partnership in the State of Delaware.

Section 8. Amend § 15-1102, Chapter 15, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 15-1102 Statement of foreign qualification.

(a) Before doing business in the State of Delaware, a foreign limited liability partnership shall register with the Secretary of State by filing:

(1) A statement of foreign qualification which must contain:

a. The name of the foreign limited liability partnership which (i) satisfies the requirements of the state, territory, possession or other jurisdiction or country under whose law it is formed ~~and~~, (ii) ends with the words “Registered Limited Liability Partnership” or “Limited Liability Partnership,” the abbreviation “R.L.L.P.” or “L.L.P.” or the designation “RLLP” or “LLP” and (iii) complies with § 15-108(c) and (d) of this title;

Section 9. This Act shall become effective upon its enactment into law.

Approved July 16, 2020