

CHAPTER 98  
FORMERLY  
SENATE BILL NO. 74

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 § 15-105(h), Chapter 15, Title 6 of the Delaware Code by deleting the word “A” at the beginning of such subsection and by inserting in lieu thereof the words “Notwithstanding any other provision of this chapter, any”, by inserting the words “filed under this chapter” immediately before the words “shall be effective”, and by inserting the words “(not later than a time on the 180th day after the date of its filing if such date of filing is on or after January 1, 2012)” immediately after the words “at any later date or time”.

Section 2. Amend § 15-105, Chapter 15, Title 6 of the Delaware Code by adding a new subsection (l) at the end of such section reading as follows: “(l) Notwithstanding any other provision of this chapter, it shall not be necessary for any partnership (including a limited liability partnership) or foreign partnership to amend its statement of partnership existence, its statement of qualification (as applicable), its statement of foreign qualification, or any other document that has been filed with the Secretary of State prior to August 1, 2011, to comply with § 15-111(k) of this chapter; notwithstanding the foregoing, any statement or other document filed under this chapter on or after August 1, 2011 and changing the address of a registered agent or registered office shall comply with § 15-111(k) of this chapter.”.

Section 3. Amend § 15-105(d), Chapter 15, Title 6 of the Delaware Code by inserting the words “of a statement of partnership existence” immediately after each occurrence of the word “cancellation” in the fourth sentence thereof, by inserting the sentence “Neither the filing of a statement of cancellation to accomplish the cancellation of a statement of qualification nor the revocation of a statement of qualification pursuant to Section 15-1003 of this chapter cancels a statement of partnership existence for such partnership.” between the fourth sentence and the fifth sentence thereof, and by inserting a new paragraph immediately before the last paragraph of such subsection reading as follows: “Upon the filing of a statement of cancellation of a statement of qualification (or judicial decree thereof), or a certificate of merger or consolidation or a certificate of ownership and merger which acts as a statement of cancellation of a statement of qualification, or a certificate of transfer, or a certificate of conversion to a non-Delaware entity, or upon the future effective date or time of a statement of cancellation of a statement of qualification (or a judicial decree thereof) or of a certificate of merger or consolidation or a certificate of ownership and merger which acts as a statement of cancellation of a statement of qualification, or a certificate of transfer, or a certificate of conversion to a non-Delaware entity, as provided for therein, or as specified in § 15-111(d) or § 15-111(i)(4) of this title, the statement of qualification is canceled. Neither the filing of a statement of cancellation to accomplish the cancellation of a statement of partnership existence nor the cancellation of a statement of partnership existence pursuant to Section 15-1209(a) of this chapter cancels a statement of qualification for such partnership. A statement of qualification shall be canceled upon the dissolution and the completion of winding up of the limited liability partnership, or as provided in § 15-111(d) or § 15-111(i)(4) of this title, or upon the filing of a certificate of merger or consolidation or a certificate of ownership and merger if the limited liability partnership is not the surviving or resulting entity in a merger or consolidation, or upon the filing of a certificate of transfer, or upon the filing of a certificate of conversion to a non-Delaware entity. A statement of cancellation shall be filed with the Secretary of State to accomplish the cancellation of a statement of qualification upon the dissolution and the completion of winding up of a limited liability partnership and shall set forth:

- (1) The name of the limited liability partnership;
- (2) The date of filing of its statement of qualification; and
- (3) Any other information the person filing the statement of cancellation determines.”.

Section 4. Amend § 15-108(c), Chapter 15, Title 6 of the Delaware Code by inserting the words “in the office” immediately after the words “must be such as to distinguish it upon the records”, by inserting the word “domestic” immediately before the words “partnership may be registered”, by deleting the second and third

appearances of the words “partnership (including a limited liability partnership),” by inserting the words “or foreign limited liability partnership” immediately after the third and fourth appearances of the words “limited liability company” in such subsection, by deleting the word “or” immediately after the fourth appearance of the words “statutory trust” in such subsection and by inserting in lieu thereof a “,”, and by inserting the words “; 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” immediately after the words “which written consent shall be filed with the Secretary of State” in such subsection.

Section 5. Amend § 15-111, Chapter 15, Title 6 of the Delaware Code by adding a new subsection (k) at the end of such section reading as follows: “(k) As contained in any statement of partnership existence, statement of qualification, statement of foreign qualification, or other document filed with the Secretary of State under this chapter, the address of a registered agent or registered office shall include the street, number, city and postal code.”.

Section 6. Amend § 15-306(c), Chapter 15, Title 6 of the Delaware Code by inserting the words “arising out of or related to circumstances or events occurring while the partnership is a limited liability partnership or” immediately after the words “An obligation of a partnership” in the first sentence thereof.

Section 7. Amend § 15-407(d), Chapter 15, Title 6 of the Delaware Code by deleting the words “, if a consent or consents in writing, setting forth the action so taken, shall be signed by the” in the second sentence thereof and by inserting in lieu thereof the words “if consented to, in writing or by electronic transmission, by”.

Section 8. Amend § 15-407(e), Chapter 15, Title 6 of the Delaware Code by inserting two new sentences at the end of such subsection reading as follows: “Unless otherwise provided in a partnership agreement, a supermajority amendment provision shall only apply to provisions of the partnership agreement that are expressly included in the partnership agreement. As used in this section, “supermajority amendment provision” means any amendment provision set forth in a partnership agreement requiring that an amendment to a provision of the partnership agreement be adopted by no less than the vote or consent required to take action under such latter provision.”.

Section 9. Amend § 15-901(b), Chapter 15, Title 6 of the Delaware Code by inserting a new sentence at the end of such subsection reading as follows: “Each of the certificate and statements required by this subsection (b) shall be filed simultaneously with the Secretary of State and, if such certificate and statements are not to become effective upon their filing as permitted by § 15-105(h) of this chapter, then such certificate and each such statement shall provide for the same effective date or time in accordance with § 15-105(h) of this chapter.”.

Section 10. Amend § 15-902(f), Chapter 15, Title 6 of the Delaware Code by deleting the third occurrence of the word “certificate” in the first sentence thereof and by inserting in lieu thereof the word “statement”, and by inserting the words “(and if applicable the statement of qualification)” between the word “existence” and the word “for” in the first sentence thereof.

Section 11. Amend § 15-904(b), Chapter 15, Title 6 of the Delaware Code by inserting a new sentence at the end of such subsection reading as follows: “The certificate and the statement required by this subsection (b) shall be filed simultaneously with the Secretary of State and, if such certificate and such statement are not to become effective upon their filing as permitted by § 15-105(h) of this chapter, then such certificate and such statement shall provide for the same effective date or time in accordance with § 15-105(h) of this chapter.”.

Section 12. Amend § 15-1001(d), Chapter 15, Title 6 of the Delaware Code by inserting the words “and regardless of cancellation of a statement of partnership existence for such partnership pursuant to the filing of a statement of cancellation to accomplish the cancellation of such statement of partnership existence or pursuant to Section 15-1209(a) of this chapter” immediately after the second occurrence of the word “partnership” and before the “,” in the second sentence thereof, by deleting the word “it” in the second sentence thereof and by inserting in lieu thereof the words “the statement of qualification”, and by inserting the words “, Section 15-111(d), or Section 15-111(i)(4)” immediately after the words “Section 15-105(d)” in the second sentence thereof.

Section 13. Amend § 15-1207(a)(6), Chapter 15, Title 6 of the Delaware Code by inserting the words “for each partnership whose registered agent has resigned by such certificate” immediately after “\$2.00” in such subsection.

Section 14. Amend § 15-1207(a)(10), Chapter 15, Title 6 of the Delaware Code by inserting a new sentence at the end of such subsection reading as follows: “For filing any instrument submitted by a partnership that only changes the registered office or registered agent and is specifically captioned as a certificate or statement of amendment changing only the registered office or registered agent, a fee in the amount of \$50.”.

Section 15. This Act shall become effective August 1, 2011.

Approved July 07, 2011