

LAWS OF DELAWARE
VOLUME 85
CHAPTER 45
153rd GENERAL ASSEMBLY
FORMERLY
SENATE BILL NO. 96

AN ACT TO AMEND TITLE 6 OF THE DELAWARE CODE RELATING TO THE DELAWARE REVISED UNIFORM PARTNERSHIP ACT.

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

Section 1. Amend § 15-111, 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.

(e)(1) Every registered agent shall:

~~(1)~~a. If an entity, maintain a business office in the State of Delaware which is generally open, or if an individual, be generally present at a designated location in the State of Delaware, at sufficiently frequent times to accept service of process and otherwise perform the functions of a registered agent;

~~(2)~~b. If a foreign entity, be authorized to transact business in the State of Delaware;

~~(3)~~c. Accept service of process and other communications directed to the partnerships for which it serves as registered agent and forward same to the partnership to which the service or communication is directed;

~~(4)~~d. Forward to the partnerships for which it serves as registered agent the statement for the annual tax described in § 15-1208 of this title or an electronic notification of same in a form satisfactory to the Secretary of State; and

~~(5)~~e. Satisfy and adhere to regulations established by the Secretary regarding the verification of both the identity of the entity's contacts and individuals for which the registered agent maintains a record for the reduction of risk of unlawful business purposes.

(2) A registered agent may not perform its duties or functions solely through the use of a virtual office, the retention by the agent of a mail forwarding service, or both. For purposes of this paragraph (e)(2), "virtual office" means the performance of duties or functions solely through the internet or solely through other means of remote communication.

Section 2. Amend § 15-118, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 15-118. Statement or certificate of correction; corrected statement or certificate.

(a) Whenever any statement or certificate authorized to be filed with the Secretary of State under any provision of this chapter has been so filed and is an inaccurate record of the action therein referred to, or was defectively or erroneously executed, such statement or certificate may be corrected or nullified by filing with the Secretary of State a statement or certificate of correction of such statement or certificate. ~~The~~ If the statement or certificate is to be corrected, the statement or certificate of correction shall specify the inaccuracy or defect to be corrected, shall set forth the portion of the statement or certificate in corrected form and shall be executed and filed as required by this chapter. If the statement or certificate is to be nullified, the statement or certificate of correction shall specify the inaccuracy or defect with respect to the statement or certificate, shall provide for the nullification of the statement or certificate, and shall be executed and filed as required by this chapter. The statement or certificate of correction shall be effective as of the date the original statement or certificate was filed, except as to those persons who are substantially and adversely affected by the correction or nullification, and as to those persons the statement or certificate of correction shall be effective from the filing date.

Section 3. Amend § 15-202, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 15-202. Formation of partnership; powers.

(g) Any act or transaction that may be taken by or in respect of a partnership under this chapter or a partnership agreement, including, in either case, any act or transaction by any partner or other person, whether the partner or other person is acting in the partner's or other person's individual capacity or on behalf of the partnership, but that is void or voidable when taken, may be ratified (or the failure to comply with any requirements of the partnership agreement making such act or transaction void or voidable may be waived) by the partners or other persons whose approval would be required under the partnership agreement (i) for such act or transaction to be validly taken, or (ii) to amend the partnership agreement in a manner that would permit such act or transaction to be validly taken, in each case at the time of such ratification or ~~waiver; provided, that if~~ waiver. Any such ratification or waiver may be express or implied, including by the statements, action, inaction, or acquiescence of or by such partners or other persons. If the void or voidable act or transaction was the issuance or assignment of any partnership interests, the partnership interests

purportedly issued or assigned shall be deemed not to have been issued or assigned for purposes of determining whether the void or voidable act or transaction was ratified or waived pursuant to this subsection. Any act or transaction ratified, or with respect to which the failure to comply with any requirements of the partnership agreement is waived, pursuant to this subsection shall be deemed validly taken at the time of such act or transaction. If an amendment to the partnership agreement to permit any such act or transaction to be validly taken would require notice to any partners or other persons under the partnership agreement and the ratification or waiver of such act or transaction is effectuated pursuant to this subsection by the partners or other persons whose approval would be required to amend the partnership agreement, notice of such ratification or waiver shall be given following such ratification or waiver to the partners or other persons who would have been entitled to notice of such an amendment and who have not otherwise received notice of, or participated in, such ratification or ~~waiver-waiver~~; provided that the giving of the notice is not a condition to the effectiveness of such ratification or waiver. The provisions of this subsection shall not be construed to limit the accomplishment of a ratification or waiver of a void or voidable act by other means permitted by law. Upon application of the partnership which is formed under the laws of the State of Delaware or doing business in the State of Delaware, any partner of such a partnership or any person claiming to be substantially and adversely affected by a ratification or waiver pursuant to this subsection (excluding any harm that would have resulted if such act or transaction had been valid when taken), the Court of Chancery may hear and determine the validity and effectiveness of the ratification of, or waiver with respect to, any void or voidable act or transaction effectuated pursuant to this subsection, and in any such application, the partnership shall be named as a party, and no other party need be joined in order for the Court to adjudicate the validity and effectiveness of the ratification or waiver, and the Court may make such order respecting further or other notice of such application as it deems proper under these circumstances; provided, that nothing herein limits or affects the right to serve process in any other manner now or hereafter provided by law, and this sentence is an extension of and not a limitation upon the right otherwise existing of service of legal process upon nonresidents.

Section 4. Amend § 15-902, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows and by redesignating accordingly:

§ 15-902. Merger or consolidation.

(c) Except in the case of a merger under subsection (m) of this section, if a domestic partnership is merging or consolidating under this section, (i) if the domestic partnership has not filed a statement of partnership existence,

then the domestic partnership shall file a statement of partnership existence and (ii) the domestic partnership or other business entity surviving or resulting in or from the merger or consolidation shall file a certificate of merger or consolidation executed by at least 1 partner or by 1 or more authorized persons on behalf of the domestic partnership when it is the surviving or resulting entity with the Secretary of State. The certificate of merger or consolidation shall state:

(1) The name, jurisdiction of formation or organization and type of entity of each of the domestic partnerships and other business entities which is to merge or consolidate;

(2) That an agreement of merger or consolidation has been approved and executed by each of the domestic partnerships and other business entities which is to merge or consolidate;

(3) The name of the surviving or resulting domestic partnership or other business entity;

(4) In the case of a merger in which a domestic partnership is the surviving entity, such amendments, if any, to the statement of partnership existence of the surviving domestic partnership (and in the case of a surviving domestic partnership that is a limited liability partnership, to the statement of qualification of such surviving domestic partnership) as are desired to be effected by the merger (which amendments may amend and restate the statement of partnership existence of the surviving domestic partnership in its entirety);

(5) In the case of a consolidation in which the resulting entity is a domestic partnership, that the statement of partnership existence of the resulting domestic partnership shall be as set forth in an attachment to the certificate of consolidation;

~~(5)~~(6) The future effective date or time (which shall be a date or time certain) of the merger or consolidation if it is not to be effective upon the filing of the certificate of merger or consolidation;

~~(6)~~(7) That the agreement of merger or consolidation is on file at a place of business of the surviving or resulting domestic partnership or other business entity, and shall state the address thereof;

~~(7)~~(8) That a copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic partnership or other business entity, on request and without cost, to any partner of any domestic partnership or any person holding an interest in any other business entity which is to merge or consolidate; and

~~(8)~~(9) If the surviving or resulting entity is not formed, organized or created under the laws of the State of Delaware, a statement that such surviving or resulting entity agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic

partnership which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and specifying the address to which a copy of such process shall be mailed to it by the Secretary of State. In the event of service hereunder upon the Secretary of State, the procedures set forth in § 15-113(b) of this title shall be applicable, except that the plaintiff in any such action, suit or proceeding shall furnish the Secretary of State with the address specified in the certificate of merger or consolidation provided for in this section and any other address which the plaintiff may elect to furnish, together with copies of each process as required by the Secretary of State, and the Secretary of State shall notify such surviving or resulting entity at all such addresses furnished by the plaintiff in accordance with the procedures set forth in § 15-113(b) of this title.

Section 5. Amend § 15-1102, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows and by redesignating accordingly:

§ 15-1102. Amendments to application.

(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, (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;

b. The state, territory, possession or other jurisdiction or country where formed, the date of its formation and a statement from a partner that, as of the date of filing, the foreign limited liability partnership validly exists as a limited liability partnership under the laws of the jurisdiction of its formation;

~~b.c.~~ The address of the registered office and the name and address of the registered agent for service of process required to be maintained by § 15-111 of this title;

~~e.d.~~ The number of partners of the partnership at the time of the effectiveness of the statement of foreign qualification; and

~~d.e.~~ The future effective date or time (which shall be a date or time certain) of the statement of foreign qualification if it is not to be effective upon the filing of the statement of foreign qualification.

Section 6. Amend § 15-1208, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 15-1208. Annual tax of partnership.

(b) The annual tax shall be due and payable on the first day of June following the close of the calendar year or upon the cancellation of a statement of partnership existence. If a statement of partnership existence will be cancelled pursuant to the filing of a statement or certificate under this chapter, the full amount of the annual tax for the calendar year in which the statement or certificate becomes effective is due and payable before the filing of the statement or certificate. The Secretary of State shall receive the annual tax and pay over all taxes collected to the Department of Finance of the State of Delaware. If the annual tax remains unpaid after the due date established by subsection (d) of this section, the tax shall bear interest at the rate of 1 1/2% for each month or portion thereof until fully paid.

Section 7. This Act takes effect on August 1, 2025.

Approved June 30, 2025