

LAWS OF DELAWARE
VOLUME 85
CHAPTER 280
153rd GENERAL ASSEMBLY
FORMERLY
HOUSE BILL NO. 352

AN ACT TO AMEND TITLE 6 OF THE DELAWARE CODE RELATING TO THE DELAWARE LIMITED LIABILITY COMPANY ACT.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF DELAWARE: Section 1. Amend § 18-101, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 18-101. Definitions.

As used in this chapter unless the context otherwise requires:

(2)a. “Certificate of formation” means the certificate referred to in § 18-201 of this title, and the certificate as amended.

b. “Certificate of registered series” means the certificate referred to in § 18-218 of this title, and the certificate as amended.

Section 2. Amend § 18-215, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

§ 18-215. Series of members, managers, limited liability company interests or assets.

(a) A limited liability company agreement may establish or provide for the establishment of 1 or more designated series of members, managers, limited liability company interests or assets. Any such series may have separate rights, powers or duties with respect to specified property or obligations of the limited liability company or profits and losses associated with specified property or obligations, and any such series may have a separate business purpose or investment objective. No provision of ~~subsection (b) of this section or § 18-218 of this title shall be construed to limit the application of the principle of freedom of contract to~~ establishment of a series that is not a protected series or a registered series. Other than pursuant to §§ 18-219, 18-220 and ~~18-221~~, 18-221 of this title, a series may not merge, convert or consolidate pursuant to any section of this title or any other statute of this State. State; provided, however, this section shall not be construed to prevent a limited liability company with series from merging, converting or consolidating pursuant to any section of this title or as otherwise permitted by law.

Section 3. This Act takes effect on August 1, 2026.

Approved June 10, 2026