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HOUSE OF REPRESENTATIVES
150th GENERAL ASSEMBLY

HOUSE BILL NO. 343

AN ACT TO AMEND CHAPTER 17, TITLE 6 OF THE DELAWARE CODE RELATING TO THE CREATION,
REGULATION, OPERATION AND DISSOLUTION OF DOMESTIC LIMITED PARTNERSHIPS AND THE
REGISTRATION AND REGULATION OF FOREIGN LIMITED PARTNERSHIPS.

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

1 Section 1. Amend § 17-101, Chapter 17, Title 6 of the Delaware Code by making insertions as shown by
2 underline as follows:

3 § 17-101 Definitions.

4 As used in this chapter unless the context otherwise requires:

5 (14) "Partnership agreement" means any agreement, written, oral or implied, of the partners as to the affairs of
6 a limited partnership and the conduct of its business. A partner of a limited partnership or an assignee of a partnership
7 interest is bound by the partnership agreement whether or not the partner or assignee executes the partnership
8 agreement. A limited partnership is not required to execute its partnership agreement. A limited partnership is bound
9 by its partnership agreement whether or not the limited partnership executes the partnership agreement. A partnership
10 agreement is not subject to any statute of frauds (including § 2714 of this title). A partnership agreement may provide
11 rights to any person, including a person who is not a party to the partnership agreement, to the extent set forth therein.

12 A written partnership agreement or another written agreement or writing:

13 b. Shall not be unenforceable by reason of its not having been signed by a person being admitted as a
14 limited partner or becoming an assignee as provided in paragraph ~~(12)a.~~ (14)a. of this section, or by reason of its
15 having been signed by a representative as provided in this title.

16 Section 2. Amend § 17-102, Chapter 17, Title 6 of the Delaware Code by making insertions as shown by
17 underline as follows:

18 § 17-102 Name set forth in certificate.

19 The name of each limited partnership as set forth in its certificate of limited partnership:

20 (3) Must be such as to distinguish it upon the records in the office of the Secretary of State from the name on
21 such records of any corporation, partnership, limited partnership, statutory trust, limited liability company, registered

22 series of a limited liability company or registered series of a limited partnership reserved, registered, formed or
23 organized under the laws of the State of Delaware or qualified to do business or registered as a foreign corporation,
24 foreign limited partnership, foreign statutory trust, foreign partnership or foreign limited liability company in the State
25 of Delaware; provided, however, that a limited partnership may register under any name which is not such as to
26 distinguish it upon the records in the office of the Secretary of State from the name on such records of any domestic or
27 foreign corporation, partnership, statutory trust, limited liability company, registered series of a limited liability
28 company, registered series of a limited partnership, or foreign limited partnership reserved, registered, formed or
29 organized under the laws of the State of Delaware with the written consent of the other corporation, partnership,
30 statutory trust, limited liability company, registered series of a limited liability company, registered series of a limited
31 partnership, or foreign limited partnership, which written consent shall be filed with the Secretary of State; provided
32 further, that, if on July 31, 2011, a limited partnership is registered (with the consent of another limited partnership)
33 under a name which is not such as to distinguish it upon the records in the office of the Secretary of State from the
34 name on such records of such other domestic limited partnership, it shall not be necessary for any such limited
35 partnership to amend its certificate of limited partnership to comply with this subsection;

36 Section 3. Amend § 17-104, Chapter 17, Title 6 of the Delaware Code by making deletions as shown by strike
37 through and insertions as shown by underline as follows:

38 § 17-104 Registered office; registered agent.

39 (a) Each limited partnership shall have and maintain in the State of Delaware:

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

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

45 (b) A registered agent may change the address of the registered office of the limited partnership(s) for which it is
46 registered agent to another address in the State of Delaware by paying a fee as set forth in § 17-1107(a)(2) of this title and
47 filing with the Secretary of State a certificate, executed by such registered agent, setting forth the address at which such
48 registered agent has maintained the registered office for each of the limited partnerships for which it is a registered agent,
49 and further certifying to the new address to which each such registered office will be changed on a given day, and at which
50 new address such registered agent will thereafter maintain the registered office for each of the limited partnerships for
51 which it is a registered agent. Upon the filing of such certificate, ~~the Secretary of State shall furnish to the registered agent a~~

52 ~~certified copy of the same under the Secretary's hand and seal of office, and thereafter, or until further change of address, as~~
53 authorized by law, the registered office in the State of Delaware of each of the limited partnerships for which the agent is a
54 registered agent shall be located at the new address of the registered agent thereof as given in the certificate. In the event of
55 a change of name of any person acting as a registered agent of a limited partnership, such registered agent shall file with the
56 Secretary of State a certificate, executed by such registered agent, setting forth the new name of such registered agent, the
57 name of such registered agent before it was changed, and the address at which such registered agent has maintained the
58 registered office for each of the limited partnerships for which it is a registered agent, and shall pay a fee as set forth in §
59 17-1107(a)(2) of this title. ~~Upon the filing of such certificate, the Secretary of State shall furnish to the registered agent a~~
60 ~~certified copy of the certificate under his or her hand and seal of office.~~ A change of name of any person acting as a
61 registered agent of a limited partnership as a result of (i) a merger or consolidation of the registered agent, with or into
62 another person which succeeds to its assets and liabilities by operation of law, (ii) the conversion of the registered agent
63 into another person, or (iii) a division of the registered agent in which an identified resulting person succeeds to all of the
64 assets and liabilities of the registered agent related to its registered agent business pursuant to the plan of division, as set
65 forth in the certificate of division, shall each be deemed a change of name for purposes of this section. Filing a certificate
66 under this section shall be deemed to be an amendment of the certificate of limited partnership of each limited partnership
67 affected thereby and each such limited partnership shall not be required to take any further action with respect thereto, to
68 amend its certificate of limited partnership under § 17-202 of this title. Any registered agent filing a certificate under this
69 section shall promptly, upon such filing, deliver a copy of any such certificate to each limited partnership affected thereby.

70 (c) The registered agent of 1 or more limited partnerships may resign and appoint a successor registered agent by
71 paying a fee as set forth in § 17-1107(a)(2) of this title and filing a certificate with the Secretary of State stating that it
72 resigns and the name and address of the successor registered agent. There shall be attached to such certificate a statement of
73 each affected limited partnership ratifying and approving such change of registered agent. Upon such filing, the successor
74 registered agent shall become the registered agent of such limited partnerships as have ratified and approved such
75 substitution and the successor registered agent's address, as stated in such certificate, shall become the address of each such
76 limited partnership's registered office in the State of Delaware. ~~The Secretary of State shall then issue a certificate that the~~
77 ~~successor registered agent has become the registered agent of the limited partnerships so ratifying and approving such~~
78 ~~change and setting out the names of such limited partnerships.~~ Filing of such certificate of resignation shall be deemed to be
79 an amendment of the certificate of limited partnership of each limited partnership affected thereby and each such limited
80 partnership shall not be required to take any further action with respect thereto to amend its certificate of limited partnership
81 under § 17-202 of this title.

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

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

88 Section 4. Amend § 17-113, Chapter 17, Title 6 of the Delaware Code by making deletions as shown by strike
89 through and insertions as shown by underline as follows:

90 § 17-113 Document form, signature and delivery.

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

93 (2) Whenever this chapter or the partnership agreement requires or permits a signature, the signature may be a
94 manual, facsimile, conformed or electronic signature. “Electronic signature” means an electronic symbol or process
95 that is attached to, or logically associated with, a document and executed or adopted by a person with an intent to
96 execute, authenticate or adopt the document. A person may execute a document with such person’s signature.

97 Section 5. Amend § 17-212, Chapter 17, Title 6 of the Delaware Code by making deletions as shown by strike
98 through and insertions as shown by underline as follows:

99 § 17-212 ~~Contractual~~ No statutory appraisal rights.

100 A Unless otherwise provided in a partnership agreement or an agreement of merger or consolidation or a plan of
101 merger or a plan of division ~~may provide that contractual,~~ no appraisal rights shall be available with respect to a partnership
102 interest or another interest in a limited partnership ~~shall be available for any class or group or series of partners or~~
103 ~~partnership interests,~~ including in connection with any amendment of a partnership agreement, any merger or consolidation
104 in which the limited partnership or a registered series of the limited partnership is a constituent party to the merger or
105 consolidation, any division of the limited partnership, any conversion of the limited partnership to another business form,
106 any conversion of a protected series of the limited partnership to a registered series of such limited partnership, any
107 conversion of a registered series of the limited partnership to a protected series of such limited partnership, any transfer to
108 or domestication or continuance in any jurisdiction by the limited partnership, or the sale of all or substantially all of the
109 limited partnership’s assets. The Court of Chancery shall have jurisdiction to hear and determine any matter relating to any
110 ~~such~~ appraisal rights provided in a partnership agreement or an agreement of merger or consolidation or a plan of merger or
111 a plan of division.

112 Section 6. Amend § 17-216, Chapter 17, Title 6 of the Delaware Code by making deletions as shown by strike
113 through and insertions as shown by underline as follows:

114 § 17-216 Transfer or continuance of domestic limited partnerships.

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

123 Section 7. Amend § 17-219, Chapter 17, Title 6 of the Delaware Code by making deletions as shown by strike
124 through and insertions as shown by underline as follows:

125 § 17-219 Approval of conversion of a limited partnership.

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

132 Section 8. Amend § 17-220, Chapter 17, Title 6 of the Delaware Code by making deletions as shown by strike
133 through and insertions as shown by underline as follows:

134 § 17-220 Division of a limited partnership.

135 (h) If a domestic limited partnership divides under this section, the dividing partnership shall file a certificate of
136 division executed by at least 1 general partner of the dividing partnership on behalf of such dividing partnership in the
137 office of the Secretary of State in accordance with § 17-204 of this title, and a certificate of limited partnership that
138 complies with § 17-201 of this title for each resulting partnership executed by all general partners of such resulting
139 partnership in accordance with § 17-204 of this title. The certificate of division shall state:

140 (7) That the plan of division is on file at a place of business of such division partnership as is specified therein,
141 and shall state the address thereof; ~~and~~

142 (8) That a copy of the plan of division will be furnished by such division partnership as is specified therein, on
143 request and without cost, to any partner of the dividing partnership; and

144 (9) Any other information the dividing partnership determines to include therein.

145 Section 9. Amend § 17-221, Chapter 17, Title 6 of the Delaware Code by making insertions as shown by
146 underline as follows:

147 § 17-221 Registered series of limited partners, general partners, partnership interests or assets.

148 (d) In order to form a registered series of a limited partnership, a certificate of registered series must be filed in
149 accordance with this subsection.

150 (4) A general partner of a registered series who becomes aware that any statement in a certificate of registered
151 series filed with respect to such registered series was false when made, or that any matter described therein has
152 changed making the certificate of registered series false in any material respect or non-compliant with § 17-221(e)(1),
153 shall promptly amend the certificate of registered series.

154 (e) The name of each registered series as set forth in its certificate of registered series:

155 (3) Must be such as to distinguish it upon the records in the office of the Secretary of State from the name on
156 such records of any corporation, partnership, limited partnership, statutory trust, limited liability company, registered
157 series of a limited liability company or registered series of a limited partnership reserved, registered, formed or
158 organized under the laws of the State of Delaware or qualified to do business or registered as a foreign corporation,
159 foreign limited partnership, foreign statutory trust, foreign partnership or foreign limited liability company in the State
160 of Delaware; provided, however, that a registered series may register under any name which is not such as to
161 distinguish it upon the records in the office of the Secretary of State from the name on such records of any domestic or
162 foreign corporation, partnership, statutory trust, limited liability company, registered series of a limited liability
163 company, registered series of a limited partnership, or foreign limited partnership reserved, registered, formed or
164 organized under the laws of the State of Delaware with the written consent of the other corporation, partnership,
165 statutory trust, limited liability company, registered series of a limited liability company, registered series of a limited
166 partnership, or foreign limited partnership, which written consent shall be filed with the Secretary of State;

167 Section 10. Amend § 17-223, Chapter 17, Title 6 of the Delaware Code by making deletions as shown by strike
168 through and insertions as shown by underline as follows:

169 § 17-223 Approval of conversion of a registered series of a domestic limited partnership to a protected series of
170 such domestic limited partnership.

171 ~~(f) Upon the filing in the office of the Secretary of State of the certificate of conversion of registered series to~~

172 ~~protected series or upon the future effective date or time of the certificate of conversion of registered series to protected~~
173 ~~series and payment to the Secretary of State of all fees prescribed in this chapter, the Secretary of State shall certify that the~~
174 ~~registered series has filed all documents and paid all fees required by this chapter. Such~~ A copy of the certificate of
175 conversion of registered series to protected series certified by ~~of~~ the Secretary of State shall be prima facie evidence of the
176 conversion by such registered series to a protected series of such limited partnership.

177 Section 11. Amend § 17-301, Chapter 17, Title 6 of the Delaware Code by making deletions as shown by strike
178 through and insertions as shown by underline as follows:

179 § 17-301 Admission of limited partners.

180 (a) In connection with the formation of a limited partnership, a person is admitted as a limited partner of the
181 limited partnership upon the later to occur of:

182 (1) The formation of the limited partnership; or

183 (2) The time provided in and upon compliance with the partnership agreement or, if the partnership agreement
184 does not so provide, when the person's admission is reflected in the records of the limited partnership or as otherwise
185 provided in the partnership agreement.

186 (b) After the formation of a limited partnership, a person is admitted as a limited partner of the limited partnership:

187 (1) In the case of a person who is not an assignee of a partnership interest, including a person acquiring a
188 partnership interest directly from the limited partnership and a person to be admitted as a limited partner of the limited
189 partnership without acquiring a partnership interest in the limited partnership, at the time provided in and upon
190 compliance with the partnership agreement or, if the partnership agreement does not so provide, upon the consent of all
191 partners ~~and when the person's admission is reflected in the records of~~ or as otherwise provided in the limited
192 partnership agreement;

193 (2) In the case of an assignee of a partnership interest, as provided in § 17-704(a) of this title ~~and at the time~~
194 ~~provided in and upon compliance with the partnership agreement or, if the partnership agreement does not so provide,~~
195 ~~when any such person's permitted admission is reflected in the records of the limited partnership;~~

196 Section 12. Amend § 17-305, Chapter 17, Title 6 of the Delaware Code by making deletions as shown by strike
197 through and insertions as shown by underline as follows:

198 § 17-305 Access to and confidentiality of information; records.

199 (c) A limited partnership may maintain its records in other than ~~a written paper~~ paper form, including on, by means of, or
200 in the form of any information storage device, method, or 1 or more electronic networks or databases (including 1 or more
201 distributed electronic networks or databases), if such form is capable of conversion into ~~written paper~~ paper form within a

202 reasonable time.

203 Section 13. Amend § 17-904, Chapter 17, Title 6 of the Delaware Code by making deletions as shown by strike
204 through and insertions as shown by underline as follows:

205 § 17-904 Name; registered office; registered agent.

206 (a) A foreign limited partnership may register with the Secretary of State under any name (whether or not it is the
207 name under which it is registered in the jurisdiction of its organization) that includes the words “Limited Partnership” or the
208 abbreviation “L.P.” or the designation “LP” and that could be registered by a domestic limited partnership; provided,
209 however, that a foreign limited partnership may register under any name which is not such as to distinguish it upon the
210 records in the Office of the Secretary of State from the name on such records of any domestic or foreign corporation,
211 partnership, statutory trust, limited liability company-~~or~~, limited partnership, registered series of a limited liability company
212 or registered series of a limited partnership reserved, registered, formed or organized under the laws of the State of
213 Delaware with the written consent of the other corporation, partnership, statutory trust, limited liability company-~~or~~, limited
214 partnership, registered series of a limited liability company or registered series of a limited partnership, which written
215 consent shall be filed with the Secretary of State.

216 (b) Each foreign limited partnership shall have and maintain in the State of Delaware:

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

219 c. A foreign corporation, a foreign ~~partnership (whether general (including a limited liability partnership)~~
220 ~~or~~, a foreign limited partnership (including a foreign limited liability limited partnership)) (other than the foreign
221 limited partnership itself), a foreign limited liability company or a foreign statutory trust.

222 (c) A registered agent may change the address of the registered office of the foreign limited partnership(s) for
223 which the agent is registered agent to another address in the State of Delaware by paying a fee as set forth in § 17-
224 1107(a)(7) of this title and filing with the Secretary of State a certificate, executed by such registered agent, setting forth the
225 address at which such registered agent has maintained the registered office for each of the foreign limited partnerships for
226 which it is a registered agent, and further certifying to the new address to which each such registered office will be changed
227 on a given day, and at which new address such registered agent will thereafter maintain the registered office for each of the
228 foreign limited partnerships for which it is a registered agent. Upon the filing of such certificate, ~~the Secretary of State shall~~
229 ~~furnish to the registered agent a certified copy of the same under the Secretary’s hand and seal of office, and thereafter, or~~
230 until further change of address, as authorized by law, the registered office in the State of Delaware of each of the foreign
231 limited partnerships for which the agent is a registered agent shall be located at the new address of the registered agent

232 thereof as given in the certificate. In the event of a change of name of any person acting as a registered agent of a foreign
233 limited partnership, such registered agent shall file with the Secretary of State a certificate, executed by such registered
234 agent, setting forth the new name of such registered agent, the name of such registered agent before it was changed and the
235 address at which such registered agent has maintained the registered office for each of the foreign limited partnerships for
236 which it is a registered agent, and shall pay a fee as set forth in § 17-1107(a)(7) of this title. ~~Upon the filing of such~~
237 ~~certificate, the Secretary of State shall furnish to the registered agent a certified copy of the certificate under the Secretary~~
238 ~~of State's own hand and seal of office.~~ A change of name of any person acting as a registered agent of a foreign limited
239 partnership as a result of (i) a merger or consolidation of the registered agent with or into another person which succeeds to
240 its assets and liabilities by operation of law, (ii) the conversion of the registered agent into another person, or (iii) a division
241 of the registered agent in which an identified resulting person succeeds to all of the assets and liabilities of the registered
242 agent related to its registered agent business pursuant to the plan of division, as set forth in the certificate of division, shall
243 each be deemed a change of name for purposes of this section. Filing a certificate under this section shall be deemed to be
244 an amendment of the application of each foreign limited partnership affected thereby and each such foreign limited
245 partnership shall not be required to take any further action with respect thereto to amend its application under § 17-905 of
246 this title. Any registered agent filing a certificate under this section shall promptly, upon such filing, deliver a copy of any
247 such certificate to each foreign limited partnership affected thereby.

248 (d) The registered agent of 1 or more foreign limited partnerships may resign and appoint a successor registered
249 agent by paying a fee as set forth in § 17-1107(a)(7) of this title and filing a certificate with the Secretary of State stating
250 that it resigns and the name and address of the successor registered agent. There shall be attached to such certificate a
251 statement of each affected foreign limited partnership ratifying and approving such change of registered agent. Upon such
252 filing, the successor registered agent shall become the registered agent of such foreign limited partnerships as have ratified
253 and approved such substitution and the successor registered agent's address, as stated in such certificate, shall become the
254 address of each such foreign limited partnership's registered office in the State of Delaware. ~~The Secretary of State shall~~
255 ~~then issue a certificate that the successor registered agent has become the registered agent of the foreign limited~~
256 ~~partnerships so ratifying and approving such change and setting out the names of such foreign limited partnerships.~~ Filing
257 of such certificate of resignation shall be deemed to be an amendment of the application of each foreign limited partnership
258 affected thereby and each such foreign limited partnership shall not be required to take any further action with respect
259 thereto to amend its application under § 17-905 of this title.

260 (e) The registered agent of ~~1 or more~~ a foreign limited partnerships, including a foreign limited partnership that has
261 ceased to be registered as a foreign limited partnership in the State of Delaware pursuant to § 17-1109(g) of this title, may

262 resign without appointing a successor registered agent by paying a fee as set forth in § 17-1107(a)(7) of this title and filing
263 a certificate of resignation with the Secretary of State, but such resignation shall not become effective until 30 days after the
264 certificate is filed. The certificate shall contain a statement that written notice of resignation was given to ~~each affected the~~
265 foreign limited partnership at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the
266 foreign limited partnership at its address last known to the registered agent and shall set forth the date of such notice. The
267 certificate shall include such information last provided to the registered agent pursuant to Section 17-104(g) of this title for
268 a communications contact for the foreign limited partnership. Such information regarding the communications contact
269 shall not be deemed public. A certificate filed pursuant to this subsection must be on the form prescribed by the Secretary
270 of State. After receipt of the notice of the resignation of its registered agent, the foreign limited partnership for which such
271 registered agent was acting shall obtain and designate a new registered agent to take the place of the registered agent so
272 resigning. If such foreign limited partnership fails to obtain and designate a new registered agent as aforesaid prior to the
273 expiration of the period of 30 days after the filing by the registered agent of the certificate of resignation, such foreign
274 limited partnership shall not be permitted to do business in the State of Delaware and its registration shall be canceled.
275 After the resignation of the registered agent shall have become effective as provided in this section and if no new registered
276 agent shall have been obtained and designated in the time and manner aforesaid, service of legal process against each
277 foreign limited partnership for which the resigned registered agent had been acting shall thereafter be upon the Secretary of
278 State in accordance with § 17-911 of this title.

279 Section 14. This Act shall become effective upon its enactment into law.

SYNOPSIS

This bill continues the practice of amending periodically the Delaware Revised Uniform Limited Partnership Act (the "Act") to keep it current and to maintain its national preeminence. The following is a section-by-section review of the proposed amendments of the Act.

Section 1. This section amends Section 17-101(14)b. of the Act to correct a cross-reference.

Section 2. This section amends Section 17-102(3) of the Act to clarify requirements regarding the name of a limited partnership in its certificate of limited partnership.

Section 3. This section amends Sections 17-104(a)(2)d. and 17-104(f)(2) of the Act to identify the types of foreign entities that may be a registered agent of a limited partnership.

Sections 3 and 12. These sections amend Sections 17-104(b) and 17-904(c) of the Act to eliminate the requirement that the Secretary of State issue a certified copy of any certificate filed by the registered agent changing the address of the registered office or the name of the registered agent. These sections also amend Sections 17-104(b) and 17-904(c) of the Act to provide that the conversion of the registered agent or a division of the registered agent in which a resulting person succeeds to all of the registered agent business of such registered agent shall be deemed to be a change of name for purposes of these Sections of the Act. These sections also amend Sections 17-104(c) and 17-904(d) of the Act to eliminate the requirement that the Secretary of State issue a certificate in connection with the resignation of the registered agent of a domestic or foreign limited partnership and the appointment of the successor registered agent.

Section 4. This section amends Section 17-113(a)(2) of the Act to clarify that a person may "execute" a document by using any type of signature contemplated by such Section.

Section 5. This section amends Section 17-212 of the Act to confirm that no appraisal rights are available with respect to a partnership interest or another interest in a limited partnership, including in connection with the enumerated transactions unless otherwise provided in the enumerated documents.

Sections 6, 7, and 10. These sections amend Sections 17-216(c), 17-219(f) and 17-223(f) of the Act with regard to certifications provided by the Secretary of State in connection with the filing of a certificate of transfer, a certificate of transfer and domestic continuance, a certificate of conversion to non-Delaware entity and a certificate of conversion of registered series to protected series.

Section 8. This section amends Section 17-220(h) of the Act to provide specifically that flexibility exists to state other information in a certificate of division.

Section 9. This section amends Section 17-221(d)(4) of the Act to confirm that a certificate of registered series shall be promptly amended if the certificate of registered series no longer complies with the requirements of Section 17-221(e)(1) of this title. This section also amends Section 17-221(e)(3) of the Act to clarify requirements regarding the name of a registered series in its certificate of registered series.

Section 11. This section amends Section 17-301 of the Act (i) to confirm that a partnership agreement may provide for the admission of limited partners in connection with formation, (ii) to eliminate any statutory requirement that a limited partner's admission after formation is subject to the admission being reflected in the records of the limited partnership, and (iii) to clarify that an assignee of a partnership interest is admitted as a limited partner as provided in Section 17-704(a) of the Act.

Section 12. This section amends Section 17-305(c) of the Act to confirm that a limited partnership may maintain its books, records and other information in other than paper form (including electronic form) if such form is capable of conversion into paper form within a reasonable time.

Section 13. This section amends Section 17-904(a) of the Act to clarify requirements regarding the name under which a foreign limited partnership may register with the Secretary of State. This section also amends Section 17-904(b)(2)c. of the Act to identify the types of foreign entities that may be a registered agent of a foreign limited partnership. This section also amends Section 17-904(e) of the Act to provide that if a foreign limited partnership has ceased to be registered pursuant to Section 17-1109(g) of the Act, its registered agent may resign without appointing a successor registered agent. The amendment also adds requirements regarding the content and form of the certificate of resignation filed with the Delaware Secretary of State when the registered agent resigns without appointing a successor, and provides that such information regarding the communications contact that must be included in such a certificate shall not be deemed public.

Section 14. This section provides that the proposed amendments to the Act shall become effective upon their enactment into law.