

PROPOSED AMENDMENTS TO HOUSE BILL NO. 1391

Page 1, line 8, after the third comma insert "10-19.1-21,"

Page 5, line 17, overstrike "executed" and insert immediately thereafter "signed"

Page 6, after line 15, insert:

"(3) If a general partnership, then chapters 45-13 through 45-21;"

Page 6, line 16, replace "(3)" with "(4)"

Page 6, line 17, replace "(4)" with "(5)"

Page 6, line 18, replace "(5)" with "(6)"

Page 9, line 23, replace "which" with "that"

Page 9, after line 28, insert:

"d. A general partnership, its partnership interests;"

Page 9, line 29, replace "d." with "e."

Page 9, line 30, replace "e." with "f."

Page 10, line 12, overstrike the second "the" and insert immediately thereafter "a corporation's" and after "articles" insert "of incorporation or in a foreign corporation's certificate of authority"

Page 10, line 13, overstrike "of the corporation"

Page 14, line 22, after "any" insert "lawful"

Page 14, line 23, remove the overstrike over "~~business~~" and remove "lawful"

Page 22, after line 18, insert:

"SECTION 7. AMENDMENT. Section 10-19.1-21 of the North Dakota Century Code is amended and reenacted as follows:

10-19.1-21. Articles of amendment. When an amendment has been adopted, articles of amendment must be prepared ~~that~~ which contain:

1. The name of the corporation.
 2. The amendment adopted.
 3. The date of the adoption of the amendment by the shareholders or by the incorporators or the board when no shares have been issued.
 4. ~~If the amendment provides for but does not establish the manner for effecting an exchange, reclassification, or cancellation of issued shares, a statement of the manner in which it will be effected.~~
 5. If the amendment restates the articles in their entirety, a statement that the restated articles supersede the original articles and all amendments to ~~them~~ the original articles.
- 6- 5. A statement that the amendment has been adopted pursuant to this chapter."

Page 37, line 2, replace "execute" with "sign"

Page 40, line 9, replace "shall mean" with "means"

Page 40, remove line 16

Page 40, line 17, replace "(5)" with "(4)"

Page 40, line 18, replace "(6)" with "(5)"

Page 41, line 17, replace "shall be" with "is"

Page 42, line 14, replace "shall" with "must"

Page 42, line 22, after "conversion" insert "without organization records"

Page 43, line 17, replace "a" with "the appropriate"

Page 43, line 24, remove "or"

Page 43, line 25, after "partnership" insert "or a limited liability limited partnership, or is a managing partner in a limited liability partnership"

Page 46, line 23, after "corporation" insert "or foreign corporation"

Page 46, line 25, after "corporation" insert ", the foreign corporation," and after "or" insert "any"

Page 47, line 2, after "corporation" insert "or foreign corporation"

Page 47, line 4, after the overstruck comma insert "or foreign corporation"

Page 47, line 6, after "office" insert "if located in this state"

Page 47, line 12, after "office" insert "if located in this state" and after "corporation" insert "or foreign corporation"

Page 47, line 27, remove the overstrike over "~~registered~~" and remove "certified"

Page 47, line 28, after "corporation" insert "or foreign corporation"

Page 59, line 14, replace "executed" with "signed"

Page 59, line 19, replace "executed" with "signed"

Page 59, line 28, replace "shall" with "must"

Page 61, line 2, after "All" insert "annual"

Page 64, line 9, remove "or governed by"

Page 65, line 12, overstrike "executed" and insert immediately thereafter "signed"

Page 66, after line 21, insert:

"(3) If a general partnership, then chapters 45-13 through 45-21;"

Page 66, line 22, replace "(3)" with "(4)"

Page 66, line 23, replace "(4)" with "(5)"

Page 66, line 24, replace "(5)" with "(6)"

Page 71, line 1, overstrike the second "the" and insert immediately thereafter "a limited liability company's" and after "articles" insert "of organization or a foreign limited liability company's certificate of authority"

Page 71, line 2, overstrike "of the limited liability company"

Page 83, line 26, after "and" insert "which"

Page 83, line 27, remove "or"

Page 83, line 28, after "partnership" insert "or a limited liability limited partnership, or is a managing partner of a limited liability partnership"

Page 89, line 23, remove "as"

Page 99, line 25, after "liability" insert "company"

Page 99, line 28, replace "execute" with "sign"

Page 103, line 28, replace "shall mean" with "means" and after "formed" insert "by two or more persons"

Page 103, line 30, replace "which" with "that"

Page 104, remove line 4

Page 104, line 5, replace "(5)" with "(4)"

Page 104, line 6, replace "(6)" with "(5)"

Page 105, line 7, replace "shall be" with "is"

Page 106, line 4, replace "shall" with "must"

Page 106, line 12, after "conversion" insert "without organizational records"

Page 107, line 7, replace "a" with "the appropriate"

Page 107, line 14, remove "or"

Page 107, line 15, after "partnership" insert "or a limited liability limited partnership, or is a managing partner of a limited liability partnership"

Page 110, line 18, after "company" insert "or foreign limited liability company"

Page 110, line 20, after "company" insert ", the foreign limited liability company," and after "or" insert "a"

Page 110, line 29, after "company" insert "or foreign limited liability company"

Page 110, line 30, after "company" insert "or foreign limited liability company"

Page 110, line 31, after "company" insert "or foreign limited liability company"

Page 111, line 2, after "office" insert "if located in this state"

Page 111, line 6, after "office" insert "if located in this state" and after "company" insert "or foreign limited liability company"

Page 111, line 9, after "company" insert "or foreign limited liability company"

Page 111, line 18, after "company" insert "or foreign limited liability company"

Page 111, line 24, remove the overstrike over "~~registered~~" and remove "certified"

Page 112, line 10, after "company" insert "or foreign limited liability company"

Page 119, line 21, after "~~its~~" insert "the"

Page 121, line 12, replace "executed" with "signed"

Page 121, line 17, replace "executed" with "signed"

Page 121, line 26, replace "shall" with "must"

Page 123, line 1, after "All" insert "annual"

Page 124, line 27, overstrike "executed" and insert immediately thereafter "signed"

Page 128, line 25, overstrike the second "the" and insert immediately thereafter "a corporation's" and after "of" insert "incorporation or in"

Page 128, line 26, overstrike the first "corporation" and insert immediately thereafter "foreign corporation's certificate of authority" and overstrike "of the corporation"

Page 130, line 4, after "merger" insert "which"

Page 131, line 5, after "filed" insert "articles of dissolution"

Page 137, line 11, after "and" insert "which"

Page 137, line 12, remove the second "or"

Page 137, line 13, after "partnership" insert "or a limited liability limited partnership, or is a managing partner of a limited liability partnership"

Page 142, line 8, after "corporation" insert "or foreign corporation,"

Page 142, line 10, after "corporation" insert ", the foreign corporation," and after "or" insert "a"

Page 142, line 18, after "corporation" insert "or foreign corporation"

Page 142, line 19, remove the overstrike over "or" and after "~~upon~~" insert "foreign corporation"

Page 142, line 20, remove the overstrike over "or" and after "~~upon~~" insert "foreign corporation"

Page 142, line 22, after "office" insert "if located in this state"

Page 142, line 27, after "office" insert "if located in this state"

Page 143, line 6, after "office" insert "if located in this state"

Page 143, line 7, after "corporation" insert "or foreign corporation"

Page 143, line 14, after "corporation" insert "or foreign corporation"

Page 143, line 30, after "corporation" insert "or foreign corporation"

Page 153, line 7, replace "executed" with "signed"

Page 153, line 12, replace "executed" with "signed"

Page 153, line 21, replace "shall" with "must"

Page 157, line 17, overstrike "executed" and insert immediately thereafter "signed"

Page 163, line 2, remove "and"

Page 163, line 4, replace the underscored period with "; and"

Page 163, after line 4, insert:

"5. The provisions of this chapter relating to electronic records and electronic transactions do not limit or supersede chapter 9-16."

Page 170, line 6, replace "shall mean" with "means" and after "formed" insert "by two or more persons"

Page 170, remove line 15

Page 170, line 16, replace "(6)" with "(5)"

Page 170, line 17, replace "(7)" with "(6)"

Page 170, line 22, overstrike "limited" and overstrike "created" and insert immediately thereafter "that is formed by two or more persons"

Page 170, line 23, after "jurisdiction" insert "and which has one or more general partners and one or more limited partners"

Page 174, line 13, replace "shall" with "must"

Page 174, line 21, after "conversion" insert "without organizational records"

Page 175, line 19, replace "a" with "the appropriate"

Page 175, line 28, remove "or"

Page 175, line 29, after "partnership" insert "or a limited liability limited partnership, or is a managing partner of a limited liability partnership"

Page 181, line 11, after "must" insert "be accompanied by the plan of merger without organizational records and must"

Page 182, line 1, overstrike "executed" and insert immediately thereafter "signed"

Page 184, line 12, after "formed" insert "by two or more persons"

Page 184, line 27, overstrike "executed" and insert immediately thereafter "signed"

Page 185, line 10, after "formed" insert "by two or more persons"

Page 186, line 21, remove the overstrike over "at the"

Page 186, line 29, after "receive" insert "notice"

Page 189, line 8, after "partnership" insert "or foreign limited liability partnership"

Page 194, line 3, after "partnership" insert "or foreign limited liability partnership"

Page 194, line 5, after "partnership" insert ", the foreign limited liability partnership," and after "or" insert "a"

Page 194, line 11, after the second "partnership" insert "or foreign limited liability partnership"

Page 194, line 15, after "partnership" insert "or foreign limited liability partnership"

Page 194, line 17, remove the overstrike over "or" and after "or" insert "at the principal executive office if located in this state"

Page 194, line 22, after "partnership" insert "or foreign limited liability partnership"

Page 194, line 23, after "partnership" insert "or foreign limited liability partnership"

Page 195, line 1, after "partnership" insert "or foreign limited liability partnership"

Page 195, line 7, overstrike "certified" and insert immediately thereafter "registered"

Page 195, line 8, after "partnership" insert "or foreign limited liability partnership," and overstrike "limited liability partnership's"

Page 195, line 13, replace "which" with "or foreign limited liability partnership that"

Page 195, line 16, after "partnership" insert "or foreign limited liability partnership"

Page 195, line 18, after "partnership" insert "or foreign limited liability partnership"

Page 195, line 24, after "partnership" insert "or foreign limited liability partnership"

Page 204, line 1, replace "executed" with "signed"

Page 204, line 6, replace "executed" with "signed"

Page 204, line 16, replace "shall" with "must"

Page 206, line 2, overstrike "and executed" and insert immediately thereafter "which is signed"

Page 206, line 15, overstrike the second "limited liability limited"

Page 206, line 16, after "formed" insert "by two or more persons"

Page 206, line 21, after "partnership" insert "under provisions similar to this chapter"

Page 206, line 25, overstrike the second "limited"

Page 206, line 26, after "formed" insert "by two or more persons"

Page 206, line 29, replace the first "limited" with "general" and replace the second "limited" with "personal"

Page 206, line 30, remove "limited liability" and after "partnership" insert "under provisions similar to chapter 45-10.2"

Page 208, line 5, after the underscored quotation mark insert an underscored comma, remove the overstrike over "a", remove the overstrike over "partnership", and replace "an entity" with "formed by two or more persons"

Page 208, line 20, remove the overstrike over "a" and remove the overstrike over "partnership"

Page 208, line 21, remove "an entity"

Page 210, line 2, after "receive" insert "notice"

Page 212, line 2, after "partnership" insert "or foreign limited liability limited partnership"

Page 222, line 18, replace the first "or" with "of"

Renumber accordingly