

LEGISLATURE OF NEBRASKA  
ONE HUNDREDTH LEGISLATURE  
FIRST SESSION  
**LEGISLATIVE BILL 383**

Introduced by Pahls, 31

Read first time January 16, 2007

Committee: Banking, Commerce and Insurance

A BILL

1 FOR AN ACT relating to partnerships; to amend sections 67-236,  
2 67-240, 67-241, 67-281, 67-283, 67-344, and 67-415,  
3 Reissue Revised Statutes of Nebraska, and sections  
4 67-454, 67-456, and 67-458, Revised Statutes Cumulative  
5 Supplement, 2006; to modify provisions relating to  
6 the address of the agent for partnerships under the  
7 Nebraska Uniform Limited Partnership Act and the Uniform  
8 Partnership Act; to harmonize provisions; and to repeal  
9 the original sections.  
10 Be it enacted by the people of the State of Nebraska,

1           Section 1. Section 67-236, Reissue Revised Statutes of  
2 Nebraska, is amended to read:

3           67-236 (a) Each limited partnership shall have and  
4 maintain in this state:

5           (1) An office which may but need not be a place of its  
6 business in this state; and

7           (2) An agent for service of process on the limited  
8 partnership, which agent must be an individual resident of this  
9 state, a domestic corporation, a foreign corporation authorized to  
10 do business in this state, a domestic limited liability company, or  
11 a foreign limited liability company authorized to do business in  
12 this state.

13           (b) The agent for service of process may change his, her,  
14 or its address to another address in this state by paying a fee  
15 as set forth in section 67-293 and filing with the Secretary of  
16 State a certificate, executed by the agent, setting forth the names  
17 of the limited partnerships represented by the agent, the street  
18 address and post office box number, if any, at which the agent  
19 has maintained his, her, or its office as agent for each of such  
20 limited partnerships, and the new address to which the office will  
21 be changed on a given day, at which new street address and post  
22 office box number, if any, the agent will thereafter maintain his,  
23 her, or its office as agent for each of the limited partnerships  
24 recited in the certificate. Upon the filing of the certificate, the  
25 Secretary of State shall furnish to the agent a copy of the same,

1 and thereafter or until further change of address or box number, if  
2 any, as authorized by law, the office in this state of the agent  
3 for service of process for each of the limited partnerships recited  
4 in the certificate shall be located at the new address and box  
5 number, if any. Filing of the certificate shall be deemed to be an  
6 amendment of the certificate of limited partnership of each limited  
7 partnership affected thereby, and each such limited partnership  
8 shall not be required to take any further action to amend its  
9 certificate of limited partnership. Any agent filing a certificate  
10 under this section shall promptly, upon the filing, deliver a copy  
11 of such certificate to each limited partnership affected thereby.

12 (c) The agent of one or more limited partnerships may  
13 resign and appoint a successor agent by paying a fee as set forth  
14 in section 67-293 and filing a certificate with the Secretary of  
15 State, stating that the agent is resigning and the name and street  
16 address and post office box number, if any, of the successor agent.  
17 There shall be attached to such certificate a statement executed  
18 by each affected limited partnership ratifying and approving such  
19 change of agent. Upon such filing, the successor agent shall  
20 become the agent of such limited partnerships as have ratified and  
21 approved such substitution and the successor agent's address, as  
22 stated in such certificate, shall become the address of each such  
23 limited partnership's office in this state. The Secretary of State  
24 shall furnish to the successor agent a copy of the certificate  
25 of resignation. Filing of the certificate of resignation shall be

1 deemed to be an amendment of the certificate of limited partnership  
2 of each limited partnership affected thereby, and each such limited  
3 partnership shall not be required to take any further action to  
4 amend its certificate of limited partnership.

5 (d) The agent of one or more limited partnerships may  
6 resign without appointing a successor agent by paying a fee as  
7 set forth in section 67-293 and filing a certificate with the  
8 Secretary of State stating that the agent is resigning as agent for  
9 the limited partnerships identified in the certificate, but such  
10 resignation shall not become effective until one hundred twenty  
11 days after the certificate is filed. There shall be attached to the  
12 certificate an affidavit of the agent, if an individual, or of the  
13 president, a vice president, or the secretary, if a corporation,  
14 or of the manager or a member, if a limited liability company,  
15 that, at least thirty days prior to the date of filing of the  
16 certificate, notice of the resignation of the agent was sent by  
17 certified or registered mail to each limited partnership for which  
18 the agent is resigning as agent at the principal office thereof  
19 within or outside this state if known to such agent or, if not,  
20 to the last-known address of the attorney or other individual at  
21 whose request the agent was appointed for such limited partnership.  
22 After receipt of the notice of the resignation of its agent, the  
23 limited partnership for which the agent was acting shall obtain  
24 and designate a new agent to take the place of the agent so  
25 resigning. If the limited partnership fails to obtain and designate

1 a new agent prior to the expiration of the period of one hundred  
2 twenty days after the filing of the certificate of resignation,  
3 the certificate of such limited partnership shall be deemed to be  
4 canceled.

5 Sec. 2. Section 67-240, Reissue Revised Statutes of  
6 Nebraska, is amended to read:

7 67-240 (a) In order to form a limited partnership, all  
8 persons who initially will be the general partners shall execute a  
9 certificate of limited partnership. The certificate shall be filed  
10 in the office of the Secretary of State and set forth:

11 (1) The name of the limited partnership;

12 (2) The address of its office and the name and street  
13 address and post office box number, if any, of the agent for  
14 service of process required to be maintained by section 67-236;

15 (3) The name and the business, residence, or mailing  
16 address of each general partner; and

17 (4) Any other matters the partners determine to include  
18 therein.

19 (b) A limited partnership is formed at the time of the  
20 filing of the certificate of limited partnership in the office  
21 of the Secretary of State or at any later time specified in the  
22 certificate of limited partnership if, in either case, there has  
23 been substantial compliance with the requirements of this section.

24 Sec. 3. Section 67-241, Reissue Revised Statutes of  
25 Nebraska, is amended to read:

1                   67-241 (a) A certificate of limited partnership is  
2 amended by filing a certificate of amendment thereto in the  
3 office of the Secretary of State. The certificate of amendment  
4 shall be executed by any person who will be a general partner upon  
5 the effective date of the certificate of amendment and shall set  
6 forth:

- 7                   (1) The name of the limited partnership;  
8                   (2) The date of filing the certificate; and  
9                   (3) The amendment to the certificate.

10                   (b) Within ninety days after the happening of any of  
11 the following events, an amendment to a certificate of limited  
12 partnership reflecting the occurrence of the event or events shall  
13 be filed by any person who will be a general partner upon the  
14 effective date of the certificate of amendment and by each other  
15 general partner designated in the certificate of amendment as a new  
16 general partner:

- 17                   (1) The admission of a new general partner;  
18                   (2) A general partner ceases to be a general partner as  
19 provided in section 67-255; or  
20                   (3) A change in the name of the limited partnership, a  
21 change in the address of its registered office, or a change in the  
22 name or street address or post office box number, if any, of the  
23 registered agent for service of process required to be maintained  
24 by section 67-236 which is not reflected in a certificate filed  
25 pursuant to section 67-236.

1           (c) A general partner who becomes aware that any  
2 statement in a certificate of limited partnership was false  
3 when made or that any matter described has changed, making  
4 the certificate false in any respect, shall promptly amend the  
5 certificate.

6           (d) A certificate of limited partnership may be amended  
7 at any time for any other proper purpose the general partners  
8 determine.

9           (e) No person has any liability because an amendment to  
10 a certificate of limited partnership has not been filed to reflect  
11 the occurrence of any event referred to in subsection (b) of this  
12 section if the amendment is filed within the ninety-day period  
13 specified in subsection (b) of this section.

14           (f) A certificate of amendment shall be effective at the  
15 time of its filing with the Secretary of State or at any later  
16 time specified in the certificate of amendment if, in either case,  
17 there has been substantial compliance with the requirements of this  
18 section.

19           (g) A restated certificate of limited partnership may  
20 be executed and filed in the same manner as a certificate of  
21 amendment.

22           (h) If after the dissolution of a limited partnership but  
23 prior to the filing of a certificate of cancellation as provided in  
24 section 67-242:

25           (1) A certificate of limited partnership has been amended

1 to reflect the withdrawal of all general partners of a limited  
2 partnership, the certificate of limited partnership shall be  
3 amended to set forth the name and the business, residence, or  
4 mailing address of each person winding up the limited partnership  
5 affairs, each of whom shall execute and file such certificate of  
6 amendment, and each of whom shall not be subject to liability as a  
7 general partner by reason of such amendment; or

8 (2) A person shown on a certificate of limited  
9 partnership as a general partner is not winding up the limited  
10 partnership's affairs, the certificate of limited partnership  
11 shall be amended to add the name and the business, residence, or  
12 mailing address of each person winding up the limited partnership's  
13 affairs, each of whom shall execute and file such certificate of  
14 amendment, and each of whom shall not be subject to liability as a  
15 general partner by reason of such amendment.

16 Sec. 4. Section 67-281, Reissue Revised Statutes of  
17 Nebraska, is amended to read:

18 67-281 (a) Before transacting business in this state, a  
19 foreign limited partnership shall register with the Secretary of  
20 State. In order to register, a foreign limited partnership shall  
21 submit to the Secretary of State, in duplicate, an application for  
22 registration as a foreign limited partnership, signed and sworn to  
23 by a general partner and setting forth:

24 (1) The name of the foreign limited partnership and,  
25 if different, the name under which it proposes to register and



1 transact business in this state;

2 (2) The state or country and date of its formation;

3 (3) A statement that the Secretary of State is appointed  
4 the agent of the foreign limited partnership for service of  
5 process if no agent has been appointed under subdivision (4) of  
6 this subsection, if an agent has been appointed but the agent's  
7 authority has been revoked, or if an agent has been appointed  
8 but cannot be found or served with the exercise of reasonable  
9 diligence;

10 (4) The name and street address and post office box  
11 number, if any, of any agent for service of process on the foreign  
12 limited partnership whom the foreign limited partnership elects to  
13 appoint. The agent must be an individual resident of this state,  
14 a domestic corporation, a foreign corporation having a place of  
15 business in and authorized to do business in this state, a domestic  
16 limited liability company, or a foreign limited liability company  
17 having a place of business in and authorized to do business in this  
18 state;

19 (5) The address of the office required to be maintained  
20 in the state or country of its organization by the laws of that  
21 state or country or, if not so required, of the principal office of  
22 the foreign limited partnership; and

23 (6) The name and business, residence, or mailing address  
24 of each of the general partners.

25 (b) A foreign limited partnership or a partnership,

1 limited liability company, or corporation formed or organized under  
2 the laws of any foreign country or other foreign jurisdiction or  
3 the laws of any state other than this state shall not be deemed to  
4 be doing business in this state solely by reason of its being a  
5 partner in a domestic limited partnership.

6 Sec. 5. Section 67-283, Reissue Revised Statutes of  
7 Nebraska, is amended to read:

8 67-283 (a) A foreign limited partnership may register  
9 with the Secretary of State under any name, whether or not it  
10 is the name under which it is registered in its state or country  
11 of organization, that includes the words limited partnership or  
12 limited or the abbreviations L.P. or Ltd. and that could be  
13 registered by a domestic limited partnership. A foreign limited  
14 partnership may register under any name which is deceptively  
15 similar to, upon the records in the office of the Secretary of  
16 State, the name of any domestic or foreign corporation, limited  
17 liability company, or limited partnership reserved, registered,  
18 or organized under the laws of this state with the consent  
19 of the other corporation, limited liability company, or limited  
20 partnership or with the transfer of such name by the other  
21 corporation, limited liability company, or limited partnership,  
22 which written consent or transfer shall be filed with the Secretary  
23 of State.

24 (b) Each foreign limited partnership shall have and  
25 maintain in this state an agent for service of process on the

1 limited partnership, which agent may be either an individual  
2 resident of this state, a domestic corporation, a foreign  
3 corporation authorized to do business in this state, a domestic  
4 limited liability company, or a foreign limited liability company  
5 authorized to do business in this state. The appointment of the  
6 Secretary of State as agent for service of process pursuant to  
7 subdivision (a)(3) of section 67-281 shall not relieve a foreign  
8 limited partnership from its obligations pursuant to this section  
9 or from the consequences of failure to discharge its obligations  
10 under this section.

11 (c) An agent may change his, her, or its street address  
12 and post office box, if any, for service of process to another  
13 street address and post office box, if any, in this state by paying  
14 a fee as set forth in section 67-293 and filing with the Secretary  
15 of State a certificate, executed by the agent, setting forth the  
16 names of the foreign limited partnerships represented by the agent,  
17 the street address and post office box number, if any, at which  
18 such agent has maintained his, her, or its office as agent for each  
19 of such foreign limited partnerships, and the new address to which  
20 his, her, or its office will be changed on a given day, at which  
21 new street address and post office box number, if any, the agent  
22 will thereafter maintain his, her, or its office as agent for each  
23 of the foreign limited partnerships recited in the certificate.  
24 Upon the filing of the certificate, the Secretary of State shall  
25 furnish to the agent a copy of the same, and thereafter or until

1 further change of address, as authorized by law, the office of the  
2 agent in this state for each of the foreign limited partnerships  
3 recited in the certificate shall be located at the new address.  
4 Filing of the certificate shall be deemed to be an amendment  
5 of the registration of each foreign limited partnership affected  
6 thereby, and each such foreign limited partnership shall not be  
7 required to take any further action to amend its registration. Any  
8 agent filing a certificate under this section shall promptly, upon  
9 filing, deliver a copy of such certificate to each foreign limited  
10 partnership affected thereby.

11 (d) The agent of one or more foreign limited partnerships  
12 may resign and appoint a successor agent by paying a fee as  
13 set forth in section 67-293 and filing a certificate with the  
14 Secretary of State, stating that the agent is resigning and the  
15 name and street address and post office box number, if any, of  
16 the successor agent. There shall be attached to such certificate  
17 a statement executed by each affected foreign limited partnership  
18 ratifying and approving such change of agent. Upon such filing,  
19 the successor agent shall become the agent of such foreign limited  
20 partnerships as have ratified and approved such substitution. The  
21 Secretary of State shall furnish to the successor agent a copy  
22 of the certificate of resignation. Filing of the certificate of  
23 resignation shall be deemed to be an amendment of the registration  
24 of each foreign limited partnership affected thereby, and each  
25 such foreign limited partnership shall not be required to take any

1 further action to amend its registration.

2 (e) The agent of one or more foreign limited partnerships  
3 may resign without appointing a successor agent by paying a fee  
4 as set forth in section 67-293 and filing a certificate with the  
5 Secretary of State stating that the agent is resigning as agent  
6 for the foreign limited partnerships identified in the certificate,  
7 but such resignation shall not become effective until one hundred  
8 twenty days after the certificate is filed. There shall be attached  
9 to such certificate an affidavit of such agent, if an individual,  
10 or of the president, a vice president, or the secretary, if a  
11 corporation, or of the manager or a member, if a limited liability  
12 company, that, at least thirty days prior to the date of filing  
13 of the certificate, notice of the resignation of such agent was  
14 sent, by certified or registered mail, to each foreign limited  
15 partnership for which such agent is resigning as agent, at the  
16 principal office thereof within or outside this state if known to  
17 such agent or, if not, to the last-known address of the attorney  
18 or other individual at whose request such agent was appointed for  
19 such foreign limited partnership. After receipt of the notice of  
20 the resignation of its agent, the foreign limited partnership for  
21 which such agent was acting shall obtain and designate a new agent  
22 to take the place of the agent so resigning. If such foreign  
23 limited partnership fails to obtain and designate a new agent prior  
24 to the expiration of the period of one hundred twenty days after  
25 the filing of the certificate of resignation, such foreign limited

1 partnership shall not be permitted to do business in this state and  
2 its registration shall be deemed to be canceled.

3 Sec. 6. Section 67-344, Reissue Revised Statutes of  
4 Nebraska, is amended to read:

5 67-344 (1) To become registered as and to continue to  
6 be registered as a registered limited liability partnership or  
7 a foreign registered limited liability partnership, a partnership  
8 shall file with the Secretary of State an application stating:

9 (a) The name of the partnership;

10 (b) The address of its principal office;

11 (c) The street address of its registered office and the  
12 name and street address and post office box number, if any, of a  
13 registered agent for service of process in this state;

14 (d) The state or other jurisdiction or country in which  
15 the partnership is registered as a limited liability partnership  
16 and the date of its registration if the applicant is a foreign  
17 limited liability partnership;

18 (e) A brief statement of the business in which the  
19 partnership engages;

20 (f) Other matters that the partnership determines to  
21 include; and

22 (g) That the partnership applies for registration as  
23 a registered limited liability partnership or foreign registered  
24 limited liability partnership.

25 (2) The application for registration shall be executed

1 by a majority in interest of the partners or by one or more  
2 partners authorized by a partnership agreement, power of attorney,  
3 or otherwise to execute the application for registration. Powers  
4 of attorney relating to the signing by an attorney in fact of the  
5 application or other limited liability partnership documents filed  
6 with the Secretary of State do not need to be sworn to, verified,  
7 or acknowledged and the powers of attorney do not need to be filed  
8 with the Secretary of State but may be retained by the person or  
9 persons exercising the powers of attorney.

10 (3) The filing fee for the filing of an application  
11 for registration as a registered limited liability partnership or  
12 foreign registered limited liability partnership is two hundred  
13 dollars plus the recording fees specified in subdivision (4) of  
14 section 33-101. The filing fee for all other filings by limited  
15 liability partnerships pursuant to the Uniform Partnership Act is  
16 ten dollars plus recording fees. A fee of one dollar per page shall  
17 be paid for a certified copy of any document on file pursuant to  
18 the act. The filing fees pursuant to the act shall be paid to the  
19 Secretary of State and remitted to the State Treasurer. The State  
20 Treasurer shall credit fifty percent of the fees to the General  
21 Fund and fifty percent of the fees to the Corporation Cash Fund.

22 (4) The Secretary of State shall register as a registered  
23 limited liability partnership any partnership formed and existing  
24 under the Uniform Partnership Act that submits a completed  
25 application for registration as a registered limited liability

1 partnership with the required fee and shall register as a foreign  
2 registered limited liability partnership any foreign limited  
3 liability partnership that submits a completed application for  
4 registration as a foreign registered limited liability partnership  
5 with the required fee.

6 (5) An application for registration is amended by filing  
7 an application for amendment with the Secretary of State. The  
8 application for amendment shall be executed by a majority in  
9 interest of the partners or by one or more partners authorized to  
10 execute the amendment. An amendment is effective at the time the  
11 application for amendment is filed. The application shall state  
12 (a) the name of the limited liability partnership, (b) the date of  
13 filing the amendment, and (c) the amendment to the application. The  
14 amendment shall be filed within ninety days after a change in the  
15 information listed in subsection (1) of this section.

16 (6) A registration is effective at the time the  
17 application for registration is filed and remains effective until  
18 the registration is voluntarily withdrawn. A registration is  
19 withdrawn (a) by filing with the Secretary of State a written  
20 withdrawal notice executed by a majority in interest of the  
21 partners or by one or more partners authorized to execute  
22 a withdrawal notice or (b) thirty days after receipt by the  
23 partnership of a notice from the Secretary of State, which notice  
24 shall be sent by certified mail, return receipt requested, that the  
25 partnership has failed to make timely payment of the fees specified



1 in subsection (3) of this section, unless the fee is paid within  
2 such thirty-day period.

3 (7) A partnership formed and existing under the Uniform  
4 Partnership Act becomes a registered limited liability partnership  
5 or a foreign limited liability partnership becomes registered on  
6 the date of filing if there has been substantial compliance with  
7 the requirements of this section. The status of a partnership  
8 formed and existing under the Uniform Partnership Act as a  
9 registered limited liability partnership or the registration of  
10 a foreign limited liability partnership and the liability of the  
11 partners thereof is not affected by errors or subsequent changes in  
12 the information in the registration.

13 (8) The Secretary of State may provide forms for  
14 the application for registration as registered limited liability  
15 partnerships or foreign limited liability partnerships pursuant to  
16 this section.

17 (9) Foreign limited liability partnerships may do  
18 business in this state but are required to be registered with the  
19 Secretary of State pursuant to the Uniform Partnership Act.

20 Sec. 7. Section 67-415, Reissue Revised Statutes of  
21 Nebraska, is amended to read:

22 67-415 (1) A partnership may file a statement of  
23 partnership authority, which:

24 (a) Must include:

25 (i) The name of the partnership;

1           (ii) The street address of its chief executive office and  
2 of one office in this state, if there is one;

3           (iii) The names and mailing addresses of all of the  
4 partners or the name and street address and post office box number,  
5 if any, of an agent appointed and maintained by the partnership for  
6 the purpose of subsection (2) of this section; and

7           (iv) The names of the partners authorized to execute  
8 an instrument transferring real property held in the name of the  
9 partnership; and

10           (b) May state the authority, or limitations on the  
11 authority, of some or all of the partners to enter into other  
12 transactions on behalf of the partnership and any other matter.

13           (2) If a statement of partnership authority names an  
14 agent, the agent shall maintain a list of the names and mailing  
15 addresses of all of the partners and make it available to any  
16 person on request for good cause shown.

17           (3) If a filed statement of partnership authority is  
18 executed pursuant to subsection (3) of section 67-406 and states  
19 the name of the partnership but does not contain all of the  
20 other information required by subsection (1) of this section, the  
21 statement nevertheless operates with respect to a person not a  
22 partner as provided in subsections (4) and (5) of this section.

23           (4) Except as otherwise provided in subsection (7)  
24 of this section, a filed statement of partnership authority  
25 supplements the authority of a partner to enter into transactions

1 on behalf of the partnership as follows:

2 (a) Except for transfers of real property, a grant of  
3 authority contained in a filed statement of partnership authority  
4 is conclusive in favor of a person who gives value without  
5 knowledge to the contrary, so long as and to the extent that  
6 a limitation on that authority is not then contained in another  
7 filed statement. A filed cancellation of a limitation on authority  
8 revives the previous grant of authority; and

9 (b) A grant of authority to transfer real property held  
10 in the name of the partnership contained in a certified copy of  
11 a filed statement of partnership authority recorded in the office  
12 of the register of deeds is conclusive in favor of a person who  
13 gives value without knowledge to the contrary, so long as and to  
14 the extent that a certified copy of a filed statement containing a  
15 limitation on that authority is not then of record in the office  
16 of the register of deeds. The recording in the office of the  
17 register of deeds of a certified copy of a filed cancellation of a  
18 limitation on authority revives the previous grant of authority.

19 (5) A person not a partner is deemed to know of a  
20 limitation on the authority of a partner to transfer real property  
21 held in the name of the partnership if a certified copy of the  
22 filed statement containing the limitation on authority is of record  
23 in the office of the register of deeds.

24 (6) Except as otherwise provided in subsections (4) and  
25 (5) of this section and sections 67-437 and 67-443, a person not

1 a partner is not deemed to know of a limitation on the authority  
2 of a partner merely because the limitation is contained in a filed  
3 statement.

4 (7) Unless earlier canceled, a filed statement of  
5 partnership authority is canceled by operation of law five years  
6 after the date on which the statement, or the most recent  
7 amendment, was filed with the Secretary of State.

8 Sec. 8. Section 67-454, Revised Statutes Cumulative  
9 Supplement, 2006, is amended to read:

10 67-454 (1) A partnership may become a limited liability  
11 partnership pursuant to this section.

12 (2) The terms and conditions on which a partnership  
13 becomes a limited liability partnership must be approved by the  
14 vote necessary to amend the partnership agreement except, in  
15 the case of a partnership agreement that expressly considers  
16 obligations to contribute to the partnership, the vote necessary to  
17 amend those provisions.

18 (3) After the approval required by subsection (2) of this  
19 section, a partnership may become a limited liability partnership  
20 by filing a statement of qualification with the Secretary of State.  
21 The statement must contain:

22 (a) The name of the partnership;

23 (b) The street address of the partnership's chief  
24 executive office and, if different, the street address of an office  
25 in this state, if any;

1           (c) If the partnership does not have an office in this  
2 state, the name and street address and post office box number, if  
3 any, of the partnership's agent for service of process;

4           (d) A statement that the partnership elects to be a  
5 limited liability partnership; and

6           (e) A deferred effective date, if any.

7           (4) The agent of a limited liability partnership for  
8 service of process must be an individual who is a resident of this  
9 state or other person authorized to do business in this state.

10          (5) The status of a partnership as a limited liability  
11 partnership is effective on the later of the filing of the  
12 statement or a date specified in the statement. The status remains  
13 effective, regardless of changes in the partnership, until it is  
14 canceled pursuant to subsection (4) of section 67-406 or revoked  
15 pursuant to section 67-456.

16          (6) The status of a partnership as a limited liability  
17 partnership and the liability of its partners is not affected by  
18 errors or later changes in the information required to be contained  
19 in the statement of qualification under subsection (3) of this  
20 section.

21          (7) The filing of a statement of qualification  
22 establishes that a partnership has satisfied all conditions  
23 precedent to the qualification of the partnership as a limited  
24 liability partnership.

25          (8) An amendment or cancellation of a statement of

1 qualification is effective when it is filed or on a deferred  
2 effective date specified in the amendment or cancellation.

3 (9) Any limited liability partnership engaging in the  
4 practice of law in this state shall file with the Secretary of  
5 State, along with its statement of qualification, a certificate of  
6 authority issued by the Nebraska Supreme Court. In addition, such  
7 certificate of authority shall be renewed annually and filed by the  
8 limited liability partnership with its annual report required by  
9 section 67-456.

10 Sec. 9. Section 67-456, Revised Statutes Cumulative  
11 Supplement, 2006, is amended to read:

12 67-456 (1) A limited liability partnership, and a foreign  
13 limited liability partnership authorized to transact business in  
14 this state, shall file an annual report in the office of the  
15 Secretary of State which contains:

16 (a) The name of the limited liability partnership and the  
17 state or other jurisdiction under whose laws the foreign limited  
18 liability partnership is formed;

19 (b) The street address of the partnership's chief  
20 executive office and, if different, the street address of an office  
21 of the partnership in this state, if any; and

22 (c) If the partnership does not have an office in this  
23 state, the name and street address and post office box number, if  
24 any, of the partnership's current agent for service of process.

25 (2) Any limited liability partnership, or foreign limited

1 liability partnership authorized to transact business in this  
2 state, engaging in the practice of law in this state shall file  
3 with its annual report a current certificate of authority from the  
4 Nebraska Supreme Court.

5 (3) An annual report and certificate of authority, if  
6 applicable, must be filed between January 1 and April 1 of each  
7 year following the calendar year in which a partnership files  
8 a statement of qualification or a foreign partnership becomes  
9 authorized to transact business in this state.

10 (4) The Secretary of State may revoke the statement of  
11 qualification of a partnership that fails to file an annual report  
12 and certificate of authority, if applicable, when due or pay the  
13 required filing fee provided in section 67-462. To do so, the  
14 Secretary of State shall provide the partnership at least sixty  
15 days' written notice of intent to revoke the statement. The notice  
16 must be mailed to the partnership at its chief executive office  
17 set forth in the last filed statement of qualification or annual  
18 report. The notice must specify the annual report or certificate  
19 of authority, if applicable, that has not been filed, the fee that  
20 has not been paid, and the effective date of the revocation. The  
21 revocation is not effective if the annual report and certificate of  
22 authority, if applicable, is filed and the fee is paid before the  
23 effective date of the revocation.

24 (5) A revocation under subsection (4) of this section  
25 only affects a partnership's status as a limited liability

1 partnership and is not an event of dissolution of the partnership.

2 (6) A partnership whose statement of qualification has  
3 been revoked may apply to the Secretary of State for reinstatement  
4 within two years after the effective date of the revocation. The  
5 application must state:

6 (a) The name of the partnership and the effective date of  
7 the revocation; and

8 (b) That the ground for revocation either did not exist  
9 or has been corrected.

10 (7) A reinstatement under subsection (6) of this section  
11 relates back to and takes effect as of the effective date of the  
12 revocation, and the partnership's status as a limited liability  
13 partnership continues as if the revocation had never occurred.

14 Sec. 10. Section 67-458, Revised Statutes Cumulative  
15 Supplement, 2006, is amended to read:

16 67-458 (1) Before transacting business in this state,  
17 a foreign limited liability partnership must file a statement of  
18 foreign qualification. The statement must contain:

19 (a) The name of the foreign limited liability partnership  
20 which (i) satisfies the requirements of the state or other  
21 jurisdiction under whose law it is formed, (ii) ends with  
22 "registered limited liability partnership", "limited liability  
23 partnership", "R.L.L.P.", "RLLP", "L.L.P.", "LLP", or similar words  
24 or abbreviations as required by the jurisdiction under whose law it  
25 is formed, and (iii) complies with the requirements of a domestic



1 limited liability partnership as provided in subdivisions (1) (b)  
2 and (c) and subsection (2) of section 67-455;

3 (b) The street address of the partnership's chief  
4 executive office and, if different, the street address of an office  
5 of the partnership in this state, if any;

6 (c) If there is no office of the partnership in this  
7 state, the name and street address or post office box number, if  
8 any, of the partnership's agent for service of process; and

9 (d) A deferred effective date, if any.

10 (2) The agent of a foreign limited liability partnership  
11 for service of process must be an individual who is a resident of  
12 this state or other person authorized to do business in this state.

13 (3) The status of a partnership as a foreign limited  
14 liability partnership is effective on the later of the filing of  
15 the statement of foreign qualification or a date specified in the  
16 statement. The status remains effective, regardless of changes in  
17 the partnership, until it is canceled pursuant to subsection (4) of  
18 section 67-406 or revoked pursuant to section 67-456.

19 (4) An amendment or cancellation of a statement of  
20 foreign qualification is effective when it is filed or on a  
21 deferred effective date specified in the amendment or cancellation.

22 (5) Any foreign limited liability partnership engaged in  
23 the practice of law in this state shall file with the Secretary  
24 of State, along with its statement of foreign qualification, a  
25 certificate of authority issued by the Nebraska Supreme Court. In

1 addition, such certificate of authority shall be renewed annually  
2 and filed by the foreign limited liability partnership with its  
3 annual report required by section 67-456.

4           Sec. 11. Original sections 67-236, 67-240, 67-241,  
5 67-281, 67-283, 67-344, and 67-415, Reissue Revised Statutes of  
6 Nebraska, and sections 67-454, 67-456, and 67-458, Revised Statutes  
7 Cumulative Supplement, 2006, are repealed.