

Part 14

Miscellaneous Provisions

48-3a-1401 Uniformity of application and construction.

In applying and construing this chapter, consideration must be given to the need to promote uniformity of the law with respect to its subject matter among states that enact the uniform act upon which this chapter is based.

Enacted by Chapter 412, 2013 General Session

48-3a-1402 Severability clause.

If any provision of this chapter or its application to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of this chapter which can be given effect without the invalid provision or application, and to this end the provisions of this chapter are severable.

Enacted by Chapter 412, 2013 General Session

48-3a-1403 Relation to Electronic Signatures in Global and National Commerce Act.

This chapter modifies, limits, and supersedes the Electronic Signatures in Global and National Commerce Act, 15 U.S.C. Sec. 7001 et seq., but does not modify, limit, or supersede Section 101(c) of that act, 15 U.S.C. Sec. 7001(c), or authorize electronic delivery of any of the notices described in Section 103(b) of that act, 15 U.S.C. Sec. 7003(b).

Enacted by Chapter 412, 2013 General Session

48-3a-1404 Savings clause.

This chapter does not affect an action commenced, proceeding brought, or right accrued before this chapter takes effect.

Enacted by Chapter 412, 2013 General Session

48-3a-1405 Application to existing relationships.

- (1) Before January 1, 2016, this chapter governs only:
 - (a) a limited liability company formed on or after January 1, 2014; and
 - (b) except as otherwise provided in Subsection (3), a limited liability company formed before January 1, 2014, which elects, in the manner provided in its operating agreement or by law for amending the operating agreement, to be subject to this chapter.
- (2) Except as otherwise provided in Subsection (3), on and after January 1, 2016, this chapter governs all limited liability companies.
- (3) For the purposes of applying this chapter to a limited liability company formed before January 1, 2014:
 - (a) the limited liability company's articles of organization are deemed to be the limited liability company's certificate of organization;
 - (b) for the purposes of applying Subsection 48-3a-102(15) and subject to Subsection 48-3a-114(4), language in the limited liability company's articles of organization designating

the limited liability company's management structure operates as if that language were in the operating agreement; and

- (c) the limited liability company has perpetual duration unless otherwise stated in the limited liability company's articles of organization.

Enacted by Chapter 412, 2013 General Session