

- 1361 (ii) Title 42, Names; or
- 1362 (iii) on or before ~~§~~ → [June 30, 2014] December 31, 2013 ← ~~§~~ , Title 48, Partnership, and on
- 1362a and after ~~§~~ → [July] January ← ~~§~~ 1, 2014,
- 1363 Title 48, Unincorporated Business [~~Entities~~] Entity Act; or
- 1364 (h) submission of an application for benefits:
- 1365 (i) under Title 35A, Chapter 3, Employment Support Act;
- 1366 (ii) under Title 35A, Chapter 4, Employment Security Act; or
- 1367 (iii) related to accident and health insurance.
- 1368 (2) The state system of public education, in coordination with the Utah Education
- 1369 Network, shall make reasonable progress toward making the following services available
- 1370 electronically:
- 1371 (a) secure access by parents and students to student grades and progress reports;
- 1372 (b) email communications with:
- 1373 (i) teachers;
- 1374 (ii) parent-teacher associations; and
- 1375 (iii) school administrators;
- 1376 (c) access to school calendars and schedules; and
- 1377 (d) teaching resources that may include:
- 1378 (i) teaching plans;
- 1379 (ii) curriculum guides; and
- 1380 (iii) media resources.
- 1381 (3) A state governmental agency shall:
- 1382 (a) in carrying out the requirements of this section, take reasonable steps to ensure the
- 1383 security and privacy of records that are private or controlled as defined by Title 63G, Chapter 2,
- 1384 Government Records Access and Management Act;
- 1385 (b) in addition to those transactions listed in Subsections (1) and (2), determine any
- 1386 additional services that may be made available to the public through electronic means; and
- 1387 (c) as part of the agency's information technology plan required by Section 63F-1-204,
- 1388 report on the progress of compliance with Subsections (1) through (3).
- 1389 (4) Notwithstanding the other provisions of this part, a state governmental agency is
- 1390 not required by this part to conduct a transaction electronically if:
- 1391 (a) conducting the transaction electronically is not required by federal law; and

- 1423 (v) permit applications and renewal;
 1424 (vi) tax information;
 1425 (vii) government procurement bid notifications;
 1426 (viii) general business information;
 1427 (ix) business directories; and
 1428 (x) business news.

1429 Section 11. Section **48-1-5** is enacted to read:

1430 **48-1-5. Scope of chapter.**

1431 Until this chapter is repealed January 1, 2016, this chapter applies only to a partnership
 1432 formed on or before ~~§~~ → [June 30, 2014] December 31, 2013 ← ~~§~~ , that has not elected to be
 1432a governed by Chapter 1d, Utah
 1433 Uniform Partnership Act, as provided in Section 48-1d-1405.

1434 Section 12. Section **48-1c-101** is enacted to read:

1435 **CHAPTER 1c. GENERAL PROVISIONS**

1436 **48-1c-101. Title.**

1437 (1) This title is known as the "Unincorporated Business Entity Act."

1438 (2) This chapter is known as "General Provisions."

1439 Section 13. Section **48-1d-101** is enacted to read:

1440 **CHAPTER 1d. UTAH UNIFORM PARTNERSHIP ACT**

1441 **Part 1. General Provisions**

1442 **48-1d-101. Title.**

1443 This chapter may be cited as the "Utah Uniform Partnership Act."

1444 Section 14. Section **48-1d-102** is enacted to read:

1445 **48-1d-102. Definitions.**

1446 As used in this chapter:

1447 (1) "Business" includes every trade, occupation, and profession.

1448 (2) "Contribution," except in the phrase "right of contribution," means property or a
 1449 benefit described in Section 48-1d-501 which is provided by a person to a partnership to
 1450 become a partner or in the person's capacity as a partner.

1451 (3) "Debtor in bankruptcy" means a person that is the subject of:

1452 (a) an order for relief under Title 11 of the United States Code or a comparable order
 1453 under a successor statute of general application; or

3097 (23) "Organic law" means the law of an entity's jurisdiction of formation governing the
 3098 internal affairs of the entity.

3099 (24) "Organic rules" means the public organic record and private organic rules of an
 3100 entity.

3101 (25) "Plan" means a plan of merger, plan of interest exchange, plan of conversion, or
 3102 plan of domestication.

3103 (26) "Plan of conversion" means a plan under Section 48-1d-1042.

3104 (27) "Plan of domestication" means a plan under Section 48-1d-1052.

3105 (28) "Plan of interest exchange" means a plan under Section 48-1d-1032.

3106 (29) "Plan of merger" means a plan under Section 48-1d-1022.

3107 (30) "Private organic rules" means the rules, whether or not in a record, that govern the
 3108 internal affairs of an entity, are binding on all its interest holders, and are not part of its public
 3109 organic record, if any. The term includes:

3110 (a) the bylaws of a business corporation;

3111 (b) the bylaws of a nonprofit corporation;

3112 (c) the partnership agreement of a general partnership;

3113 (d) the partnership agreement of a limited partnership;

3114 (e) the operating agreement of a limited liability company;

3115 (f) the bylaws of a limited cooperative association;

3116 (g) the governing principles of an unincorporated nonprofit association; and

3117 (h) the trust instrument of a statutory trust or similar rules of a business trust or

3118 common-law business trust.

3119 (31) "Protected agreement" means:

3120 (a) a record evidencing indebtedness and any related agreement in effect on ~~§~~ **→ [July]**

3120a **←§ 1,**

3121 2014;

3122 (b) an agreement that is binding on an entity on ~~§~~ **→ [July] ~~January~~ ←§ 1, 2014;**

3123 (c) the organic rules of an entity in effect on ~~§~~ **→ [July] ~~January~~ ←§ 1, 2014;** or

3124 (d) an agreement that is binding on any of the governors or interest holders of an entity
 3125 on ~~§~~ **→ [July] ~~January~~ ←§ 1, 2014.**

3126 (32) "Public organic record" means the record the filing of which by the division is
 3127 required to form an entity and any amendment to or restatement of that record. The term

3376 (1) By complying with Sections 48-1d-1031 through 48-1d-1036:

3377 (a) a domestic partnership may acquire all of one or more classes or series of interests
3378 of another domestic or foreign entity in exchange for interests, securities, obligations, money,
3379 other property, rights to acquire interests or securities, or any combination of the foregoing; or

3380 (b) all of one or more classes or series of interests of a domestic partnership may be
3381 acquired by another domestic or foreign entity in exchange for interests, securities, obligations,
3382 money, other property, rights to acquire interests or securities, or any combination of the
3383 foregoing.

3384 (2) By complying with the provisions of Sections 48-1d-1031 through 48-1d-1036
3385 applicable to foreign entities, a foreign entity may be the acquiring or acquired entity in an
3386 interest exchange under Sections 48-1d-1031 through 48-1d-1036 if the interest exchange is
3387 authorized by the law of the foreign entity's jurisdiction of formation.

3388 (3) If a protected agreement contains a provision that applies to a merger of a domestic
3389 partnership but does not refer to an interest exchange, the provision applies to an interest
3390 exchange in which the domestic partnership is the acquired entity as if the interest exchange
3391 were a merger until the provision is amended after ~~§~~ → [July] January ← ~~§~~ 1, 2014.

3392 Section 93. Section **48-1d-1032** is enacted to read:

3393 **48-1d-1032. Plan of interest exchange.**

3394 (1) A domestic partnership may be the acquired entity in an interest exchange under
3395 Sections 48-1d-1031 through 48-1d-1036 by approving a plan of interest exchange. The plan
3396 must be in a record and contain:

3397 (a) the name of the acquired entity;

3398 (b) the name, jurisdiction of formation, and type of entity of the acquiring entity;

3399 (c) the manner of converting the interests in the acquired entity into interests,
3400 securities, obligations, money, other property, rights to acquire interests or securities, or any
3401 combination of the foregoing;

3402 (d) any proposed amendments to the partnership agreement that are, or are proposed to
3403 be, in a record of the acquired entity;

3404 (e) the other terms and conditions of the interest exchange; and

3405 (f) any other provision required by the law of this state or the partnership agreement of
3406 the acquired entity.

3500 (4) When an interest exchange becomes effective, the interest holder liability of a
3501 person that ceases to hold an interest in a domestic acquired partnership with respect to which
3502 the person had interest holder liability is as follows:

3503 (a) The interest exchange does not discharge any interest holder liability to the extent
3504 the interest holder liability arose before the interest exchange became effective.

3505 (b) The person does not have interest holder liability for any debt, obligation, or other
3506 liability that arises after the interest exchange becomes effective.

3507 (c) The person has whatever rights of contribution from any other person as are
3508 provided by law other than this chapter, this chapter, or the partnership agreement of the
3509 acquired entity with respect to any interest holder liability preserved under Subsection (4)(a) as
3510 if the interest exchange had not occurred.

3511 Section 98. Section **48-1d-1041** is enacted to read:

3512 **48-1d-1041. Conversion authorized.**

3513 (1) By complying with Sections 48-1d-1041 through 48-1d-1046, a domestic
3514 partnership may become:

3515 (a) a domestic entity that is a different type of entity; or

3516 (b) a foreign entity that is a different type of entity, if the conversion is authorized by
3517 the law of the foreign jurisdiction.

3518 (2) By complying with the provisions of Sections 48-1d-1041 through 48-1d-1046
3519 applicable to foreign entities, a foreign entity that is not a foreign partnership may become a
3520 domestic partnership if the conversion is authorized by the law of the foreign entity's
3521 jurisdiction of formation.

3522 (3) If a protected agreement contains a provision that applies to a merger of a domestic
3523 partnership but does not refer to a conversion, the provision applies to a conversion of the
3524 entity as if the conversion were a merger until the provision is amended after ~~§~~ → [July]
3524a January ←~~§~~ 1, 2014.

3525 Section 99. Section **48-1d-1042** is enacted to read:

3526 **48-1d-1042. Plan of conversion.**

3527 (1) A domestic partnership may convert to a different type of entity under Sections
3528 48-1d-1041 through 48-1d-1046 by approving a plan of conversion. The plan must be in a
3529 record and contain:

3530 (a) the name of the converting partnership;

3655 interest holder liability is as follows:

3656 (a) The conversion does not discharge any interest holder liability to the extent the
3657 interest holder liability arose before the conversion became effective.

3658 (b) The person does not have interest holder liability for any debt, obligation, or other
3659 liability that arises after the conversion becomes effective.

3660 (c) The person has whatever rights of contribution from any other person as are
3661 provided by law other than this chapter, this chapter, or the partnership agreement of the
3662 converting entity with respect to any interest holder liability preserved under Subsection (4)(a)
3663 as if the conversion had not occurred.

3664 (5) When a conversion becomes effective, a foreign entity that is the converted entity
3665 may be served with process in this state for the collection and enforcement of any of its debts,
3666 obligations, and other liabilities as provided in Section 16-17-301.

3667 (6) If the converting entity is a registered foreign entity, its registration to do business
3668 in this state is canceled when the conversion becomes effective.

3669 (7) A conversion does not require the entity to wind up its affairs and does not
3670 constitute or cause the dissolution of the entity.

3671 Section 104. Section **48-1d-1051** is enacted to read:

3672 **48-1d-1051. Domestication authorized.**

3673 (1) By complying with Sections 48-1d-1051 through 48-1d-1056, a domestic limited
3674 liability partnership may become a foreign limited liability partnership if the domestication is
3675 authorized by the law of the foreign jurisdiction.

3676 (2) By complying with the provisions of Sections 48-1d-1051 through 48-1d-1056
3677 applicable to foreign limited liability partnerships, a foreign limited liability partnership may
3678 become a domestic limited liability partnership if the domestication is authorized by the law of
3679 the foreign limited liability partnership's jurisdiction of formation.

3680 (3) If a protected agreement contains a provision that applies to a merger of a domestic
3681 limited liability partnership but does not refer to a domestication, the provision applies to a
3682 domestication of the limited liability partnership as if the domestication were a merger until the
3683 provision is amended after ~~§~~→ [July] January ←~~§~~ 1, 2014.

3684 Section 105. Section **48-1d-1052** is enacted to read:

3685 **48-1d-1052. Plan of domestication.**

4430 National Commerce Act, 15 U.S.C. Sec. 7001 et seq., but this chapter does not modify, limit,
4431 or supersede Sec. 101(c) of that act, 15 U.S.C. Sec. 7001(c), or authorize electronic delivery of
4432 any of the notices described in Sec. 103(b) of that act, 15 U.S.C. Sec. 7003(b).

4433 Section 144. Section **48-1d-1404** is enacted to read:

4434 **48-1d-1404. Savings clause.**

4435 This chapter does not affect an action commenced, proceeding brought, or right accrued
4436 before this chapter takes effect.

4437 Section 145. Section **48-1d-1405** is enacted to read:

4438 **48-1d-1405. Application to existing relationships.**

4439 (1) Before January 1, 2016, this chapter governs only:

4440 (a) a partnership formed on or after ~~§~~→ [July] January ←~~§~~ 1, 2014; and

4441 (b) except as otherwise provided in Subsection (3), a partnership formed before

4441a ~~§~~→ [July] January ←~~§~~ 1,

4442 2014, which elects, in the manner provided in its partnership agreement or by law for amending
4443 the partnership agreement, to be subject to this chapter.

4444 (2) Except as otherwise provided in Subsection (3), on and after January 1, 2016, this
4445 chapter governs all partnerships.

4446 (3) With respect to a partnership that elects pursuant to Subsection (1)(b) to be subject
4447 to this chapter, after the election takes effect the provisions of this chapter relating to the
4448 liability of the partnership's partners to third parties apply:

4449 (a) before January 1, 2016, to:

4450 (i) a third party that had not done business with the partnership in the year before the
4451 election took effect; and

4452 (ii) a third party that had done business with the partnership in the year before the
4453 election took effect only if the third party knows or has received a notification of the election;
4454 and

4455 (b) on and after January 1, 2016, to all third parties, but those provisions remain
4456 inapplicable to any obligation incurred while those provisions were inapplicable under
4457 Subsection (3)(a)(ii).

4458 Section 146. Section **48-2a-100** is enacted to read:

4459 **48-2a-100. Scope of chapter.**

4460 Until this chapter is repealed January 1, 2016, this chapter applies only to a limited

4461 partnership formed on or before ~~§~~ → [June 30, 2014] December 31, 2013 ← ~~§~~ , that has not elected
 4461a to be governed by Chapter
 4462 2e, Utah Uniform Limited Partnership Act, as provided in Section 48-2e-1205.

4463 Section 147. Section **48-2c-100** is enacted to read:

4464 **48-2c-100. Scope of chapter.**

4465 Until this chapter is repealed January 1, 2016, this chapter applies only to a limited
 4466 liability company formed on or before ~~§~~ → [June 30, 2014] December 31, 2013 ← ~~§~~ , that has not
 4466a elected to be governed by
 4467 Chapter 3a, Utah Revised Uniform Limited Liability Company Act, as provided in Section
 4468 48-3a-1405.

4469 Section 148. Section **48-2e-101** is enacted to read:

4470 **CHAPTER 2e. UTAH UNIFORM LIMITED PARTNERSHIP ACT**

4471 **Part 1. General Provisions**

4472 **48-2e-101. Title.**

4473 This chapter is known as the "Utah Uniform Limited Partnership Act."

4474 Section 149. Section **48-2e-102** is enacted to read:

4475 **48-2e-102. Definitions.**

4476 As used in this chapter:

4477 (1) "Certificate of limited partnership" means the certificate required by Section
 4478 48-2e-201. The term includes the certificate as amended or restated.

4479 (2) "Contribution," except in the phrase "right of contribution," means property or a
 4480 benefit described in Section 48-2e-501 which is provided by a person to a limited partnership
 4481 to become a partner or in the person's capacity as a partner.

4482 (3) "Debtor in bankruptcy" means a person that is the subject of:

4483 (a) an order for relief under Title 11 of the United States Code or a comparable order
 4484 under a successor statute of general application; or

4485 (b) a comparable order under federal, state, or foreign law governing insolvency.

4486 (4) "Distribution" means a transfer of money or other property from a limited
 4487 partnership to a person on account of a transferable interest or in the person's capacity as a
 4488 partner. The term:

4489 (a) includes:

4490 (i) a redemption or other purchase by a limited partnership of a transferable interest;

4491 and

6662 (24) "Organic rules" means the public organic record and private organic rules of an
 6663 entity.

6664 (25) "Plan" means a plan of merger, plan of interest exchange, plan of conversion, or
 6665 plan of domestication.

6666 (26) "Plan of conversion" means a plan under Section 48-2e-1142.

6667 (27) "Plan of domestication" means a plan under Section 48-2e-1152.

6668 (28) "Plan of interest exchange" means a plan under Section 48-2e-1132.

6669 (29) "Plan of merger" means a plan under Section 48-2e-1122.

6670 (30) "Private organic rules" means the rules, whether or not in a record, that govern the
 6671 internal affairs of an entity, are binding on all its interest holders, and are not part of its public
 6672 organic record, if any. The term includes:

6673 (a) the bylaws of a business corporation;

6674 (b) the bylaws of a nonprofit corporation;

6675 (c) the partnership agreement of a general partnership;

6676 (d) the partnership agreement of a limited partnership;

6677 (e) the operating agreement of a limited liability company;

6678 (f) the bylaws of a limited cooperative association;

6679 (g) the governing principles of an unincorporated nonprofit association; and

6680 (h) the trust instrument of a statutory trust or similar rules of a business trust or a
 6681 common-law business trust.

6682 (31) "Protected agreement" means:

6683 (a) a record evidencing indebtedness and any related agreement in effect on ~~§~~ [July]
 6683a January ~~←~~§ 1,
 6684 2014;

6685 (b) an agreement that is binding on an entity on ~~§~~ [July] January ~~←~~§ 1, 2014;

6686 (c) the organic rules of an entity in effect on ~~§~~ [July] January ~~←~~§ 1, 2014; or

6687 (d) an agreement that is binding on any of the governors or interest holders of an entity
 6688 on ~~§~~ [July] January ~~←~~§ 1, 2014.

6689 (32) "Public organic record" means the record, the filing of which by the division is
 6690 required to form an entity, and any amendment to or restatement of that record. The term
 6691 includes:

6692 (a) the articles of incorporation of a business corporation;

6941 **48-2e-1131. Interest exchange authorized.**

6942 (1) By complying with Sections 48-2e-1131 through 48-2e-1136:

6943 (a) a domestic limited partnership may acquire all of one or more classes or series of
 6944 interests of another domestic or foreign entity in exchange for interests, securities, obligations,
 6945 money, other property, rights to acquire interests or securities, or any combination of the
 6946 foregoing; or

6947 (b) all of one or more classes or series of interests of a domestic limited partnership
 6948 may be acquired by another domestic or foreign entity in exchange for interests, securities,
 6949 obligations, rights to acquire interests or securities, money, or other property, or any
 6950 combination of the foregoing.

6951 (2) By complying with the provisions of Sections 48-2e-1131 through 48-2e-1136
 6952 applicable to foreign entities, a foreign entity may be the acquiring or acquired entity in an
 6953 interest exchange under Sections 48-2e-1131 through 48-2e-1136 if the interest exchange is
 6954 authorized by the law of the foreign entity's jurisdiction of formation.

6955 (3) If a protected agreement contains a provision that applies to a merger of a domestic
 6956 limited partnership but does not refer to an interest exchange, the provision applies to an
 6957 interest exchange in which the domestic limited partnership is the acquired entity as if the
 6958 interest exchange were a merger until the provision is amended after ~~§~~ → [July] January ← ~~§~~ 1,
 6958a 2014.

6959 Section 255. Section **48-2e-1132** is enacted to read:

6960 **48-2e-1132. Plan of interest exchange.**

6961 (1) A domestic limited partnership may be the acquired entity in an interest exchange
 6962 under Sections 48-2e-1131 through 48-2e-1136 by approving a plan of interest exchange. The
 6963 plan must be in a record and contain:

6964 (a) the name of the acquired entity;

6965 (b) the name, jurisdiction of formation, and type of entity of the acquiring entity;

6966 (c) the manner of converting the interests in the acquired entity into interests,
 6967 securities, obligations, money, other property, rights to acquire interests or securities, or any
 6968 combination of the foregoing;

6969 (d) any proposed amendments to the certificate of limited partnership or partnership
 6970 agreement that are, or are proposed to be, in a record of the acquired entity;

6971 (e) the other terms and conditions of the interest exchange; and

7096 become a domestic limited partnership if the conversion is authorized by the law of the foreign
7097 entity's jurisdiction of formation.

7098 (3) If a protected agreement contains a provision that applies to a merger of a domestic
7099 limited partnership but does not refer to a conversion, the provision applies to a conversion of
7100 the entity as if the conversion were a merger until the provision is amended after ~~§~~ → [July]
7100a January ←~~§~~ 1, 2014.

7101 Section 261. Section **48-2e-1142** is enacted to read:

7102 **48-2e-1142. Plan of conversion.**

7103 (1) A domestic limited partnership may convert to a different type of entity under
7104 Sections 48-2e-1141 through 48-2e-1146 by approving a plan of conversion. The plan must be
7105 in a record and contain:

7106 (a) the name of the converting limited partnership;

7107 (b) the name, jurisdiction of formation, and type of entity of the converted entity;

7108 (c) the manner of converting the interests in the converting limited partnership into
7109 interests, securities, obligations, money, other property, rights to acquire interests or securities,
7110 or any combination of the foregoing;

7111 (d) the proposed public organic record of the converted entity if it will be a filing
7112 entity;

7113 (e) the full text of the private organic rules of the converted entity that are proposed to
7114 be in a record;

7115 (f) the other terms and conditions of the conversion; and

7116 (g) any other provision required by the law of this state or the partnership agreement of
7117 the converting limited partnership.

7118 (2) In addition to the requirements of Subsection (1), a plan of conversion may contain
7119 any other provision not prohibited by law.

7120 Section 262. Section **48-2e-1143** is enacted to read:

7121 **48-2e-1143. Approval of conversion.**

7122 (1) A plan of conversion is not effective unless it has been approved:

7123 (a) by a domestic converting limited partnership by all of the partners of the limited
7124 partnership entitled to vote on or consent to any matter; and

7125 (b) in a record, by each partner of a domestic converting limited partnership that will
7126 have interest holder liability for debts, obligations, and other liabilities that arise after the

7251 (2) By complying with the provisions of Sections 48-2e-1151 through 48-2e-1156
7252 applicable to foreign limited partnerships, a foreign limited partnership may become a domestic
7253 limited partnership if the domestication is authorized by the law of the foreign limited
7254 partnership's jurisdiction of formation.

7255 (3) If a protected agreement contains a provision that applies to a merger of a domestic
7256 limited partnership but does not refer to a domestication, the provision applies to a
7257 domestication of the limited partnership as if the domestication were a merger until the
7258 provision is amended after ~~§~~ → [July] January ← ~~§~~ 1, 2014.

7259 Section 267. Section **48-2e-1152** is enacted to read:

7260 **48-2e-1152. Plan of domestication.**

7261 (1) A domestic limited partnership may become a foreign limited partnership in a
7262 domestication by approving a plan of domestication. The plan must be in a record and contain:

7263 (a) the name of the domesticating limited partnership;

7264 (b) the name and jurisdiction of formation of the domesticated limited partnership;

7265 (c) the manner of converting the interests in the domesticating limited partnership into
7266 interests, securities, obligations, money, other property, rights to acquire interests or securities,
7267 or any combination of the foregoing;

7268 (d) the proposed certificate of limited partnership of the domesticated limited
7269 partnership;

7270 (e) the full text of the partnership agreement of the domesticated limited partnership
7271 rights to acquire interests or securities, that are proposed to be in a record;

7272 (f) the other terms and conditions of the domestication; and

7273 (g) any other provision required by the law of this state or the partnership agreement of
7274 the domesticating limited partnership.

7275 (2) In addition to the requirements of Subsection (1), a plan of domestication may
7276 contain any other provision not prohibited by law.

7277 Section 268. Section **48-2e-1153** is enacted to read:

7278 **48-2e-1153. Approval of domestication.**

7279 (1) A plan of domestication of a domestic domesticating limited partnership is not
7280 effective unless it has been approved:

7281 (a) by all the partners entitled to vote on or consent to any matter; and

7406 **48-2e-1201. Uniformity of application and construction.**

7407 In applying and construing this chapter, consideration must be given to the need to
 7408 promote uniformity of the law with respect to its subject matter among states that enact the
 7409 uniform act upon which this chapter is based.

7410 Section 273. Section **48-2e-1202** is enacted to read:

7411 **48-2e-1202. Severability clause.**

7412 If any provision of this chapter or its application to any person or circumstance is held
 7413 invalid, the invalidity does not affect other provisions or applications of this chapter which can
 7414 be given effect without the invalid provision or application, and to this end the provisions of
 7415 this chapter are severable.

7416 Section 274. Section **48-2e-1203** is enacted to read:

7417 **48-2e-1203. Relation to Electronic Signatures in Global and National Commerce**
 7418 **Act.**

7419 This chapter modifies, limits, and supersedes the Electronic Signatures in Global and
 7420 National Commerce Act, 15 U.S.C. Sec. 7001 et seq., but this chapter does not modify, limit,
 7421 or supersede Sec. 101(c) of that act, 15 U.S.C. Sec. 7001(c), or authorize electronic delivery of
 7422 any of the notices described in Sec. 103(b) of that act, 15 U.S.C. Sec. 7003(b).

7423 Section 275. Section **48-2e-1204** is enacted to read:

7424 **48-2e-1204. Savings clause.**

7425 This chapter does not affect an action commenced, proceeding brought, or right accrued
 7426 before this chapter takes effect.

7427 Section 276. Section **48-2e-1205** is enacted to read:

7428 **48-2e-1205. Application to existing relationships.**

7429 (1) Before January 1, 2016, this chapter governs only:

7430 (a) a limited partnership formed on or after ~~§~~→ [July] January ←~~§~~ 1, 2014; and

7431 (b) except as otherwise provided in Subsections (3) and (4), a limited partnership
 7432 formed before ~~§~~→ [July] January ←~~§~~ 1, 2014, which elects, in the manner provided in its
 7432a partnership agreement

7433 or by law for amending the partnership agreement, to be subject to this chapter.

7434 (2) Except as otherwise provided in Subsection (3), on and after January 1, 2016, this
 7435 chapter governs all limited partnerships.

7436 (3) With respect to a limited partnership formed before ~~§~~→ [July] January ←~~§~~ 1, 2014,
 7436a the following

7437 rules apply except as the partners otherwise elect in the manner provided in the partnership
 7438 agreement or by law for amending the partnership agreement:

7439 (a) Subsection 48-2e-104(3) does not apply and the limited partnership has whatever
 7440 duration it had under the law applicable immediately before ~~§~~ → [July] January ← ~~§~~ 1, 2014.

7441 (b) Sections 48-2e-601 and 48-2e-602 do not apply and a limited partner has the same
 7442 right and power to dissociate from the limited partnership, with the same consequences, as
 7443 existed immediately before ~~§~~ → [July] January ← ~~§~~ 1, 2014.

7444 (c) Subsection 48-2e-603(4) does not apply and the partners have the same right and
 7445 power to expel a general partner as existed immediately before ~~§~~ → [July] January ← ~~§~~ 1, 2014.

7446 (d) Subsection 48-2e-603(5) does not apply and a court has the same power to expel a
 7447 general partner as the court had immediately before ~~§~~ → [July] January ← ~~§~~ 1, 2014.

7448 (e) Subsection 48-2e-801(1)(c) does not apply and the connection between a person's
 7449 dissociation as a general partner and the dissolution of the limited partnership is the same as
 7450 existed immediately before ~~§~~ → [July] January ← ~~§~~ 1, 2014.

7451 (4) With respect to a limited partnership that elects pursuant to Subsection (1)(b) to be
 7452 subject to this chapter, after the election takes effect the provisions of this chapter relating to
 7453 the liability of the limited partnership's general partners to third parties apply:

7454 (a) before January 1, 2016, to:

7455 (i) a third party that had not done business with the limited partnership in the year
 7456 before the election took effect; and

7457 (ii) a third party that had done business with the limited partnership in the year before
 7458 the election took effect only if the third party knows or has received a notification of the
 7459 election; and

7460 (b) on and after January 1, 2016, to all third parties, but those provisions remain
 7461 inapplicable to any obligation incurred while those provisions were inapplicable under
 7462 Subsection (4)(a)(ii).

7463 Section 277. Section **48-3a-101** is enacted to read:

7464 **CHAPTER 3a. UTAH REVISED UNIFORM LIMITED LIABILITY COMPANY ACT**

7465 **Part 1. General Provisions**

7466 **48-3a-101. Title.**

7467 This chapter may be cited as the "Utah Revised Uniform Limited Liability Company

9514 (30) "Protected agreement" means:

9515 (a) a record evidencing indebtedness and any related agreement in effect on ~~§~~ [July]

9515a January ~~←~~§ 1,

9516 2014;

9517 (b) an agreement that is binding on an entity on ~~§~~ [July] January ~~←~~§ 1, 2014;

9518 (c) the organic rules of an entity in effect on ~~§~~ [July] January ~~←~~§ 1, 2014; or

9519 (d) an agreement that is binding on any of the governors or interest holders of an entity

9520 on ~~§~~ [July] January ~~←~~§ 1, 2014.

9521 (31) "Public organic record" means the record the filing of which by the division is

9522 required to form an entity and any amendment to or restatement of that record. The term

9523 includes:

9524 (a) the articles of incorporation of a business corporation;

9525 (b) the articles of incorporation of a nonprofit corporation;

9526 (c) the certificate of limited partnership of a limited partnership;

9527 (d) the certificate of organization of a limited liability company;

9528 (e) the articles of organization of a limited cooperative association; and

9529 (f) the certificate of trust of a statutory trust or similar record of a business trust.

9530 (32) "Registered foreign entity" means a foreign entity that is registered to do business

9531 in this state pursuant to a record filed by the division.

9532 (33) "Statement of conversion" means a statement under Section 48-3a-1045.

9533 (34) "Statement of domestication" means a statement under Section 48-3a-1055.

9534 (35) "Statement of interest exchange" means a statement under Section 48-3a-1035.

9535 (36) "Statement of merger" means a statement under Section 48-3a-1025.

9536 (37) "Surviving entity" means the entity that continues in existence after or is created

9537 by a merger.

9538 (38) "Type of entity" means a generic form of entity:

9539 (a) recognized at common law; or

9540 (b) formed under an organic law, whether or not some entities formed under that

9541 organic law are subject to provisions of that law that create different categories of the form of

9542 entity.

9543 Section 356. Section **48-3a-1002** is enacted to read:

9544 **48-3a-1002. Relationship of part to other laws.**

9762 the merger had not occurred and the surviving entity were the domestic merging entity.

9763 (d) The person has whatever rights of contribution from any other person as are
9764 provided by law other than this chapter, this chapter, or the organic rules of the domestic
9765 merging entity with respect to any interest holder liability preserved under Subsection (4)(a) as
9766 if the merger had not occurred.

9767 (5) When a merger becomes effective, a foreign entity that is the surviving entity may
9768 be served with process in this state for the collection and enforcement of any debts, obligations,
9769 or other liabilities of a domestic merging entity as provided in Section 16-17-301.

9770 (6) When a merger becomes effective, the registration to do business in this state of
9771 any foreign merging entity that is not the surviving entity is canceled.

9772 Section 369. Section **48-3a-1031** is enacted to read:

9773 **48-3a-1031. Interest exchange authorized.**

9774 (1) By complying with Sections 48-3a-1031 through 48-3a-1036:

9775 (a) a domestic limited liability company may acquire all of one or more classes or
9776 series of interests of another domestic or foreign entity in exchange for interests, securities,
9777 obligations, money, other property, rights to acquire interests or securities, or any combination
9778 of the foregoing; or

9779 (b) all of one or more classes or series of interests of a domestic limited liability
9780 company may be acquired by another domestic or foreign entity in exchange for interests,
9781 securities, obligations, money, other property, rights to acquire interests or securities, or any
9782 combination of the foregoing.

9783 (2) By complying with the provisions of Sections 48-3a-1031 through 48-3a-1036
9784 applicable to foreign entities, a foreign entity may be the acquiring or acquired entity in an
9785 interest exchange under Sections 48-3a-1031 through 48-3a-1036 if the interest exchange is
9786 authorized by the law of the foreign entity's jurisdiction of formation.

9787 (3) If a protected agreement contains a provision that applies to a merger of a domestic
9788 limited liability company but does not refer to an interest exchange, the provision applies to an
9789 interest exchange in which the domestic limited liability company is the acquired entity as if
9790 the interest exchange were a merger until the provision is amended after ~~§~~ → [July] January ← ~~§~~ 1,
9790a 2014.

9791 Section 370. Section **48-3a-1032** is enacted to read:

9792 **48-3a-1032. Plan of interest exchange.**

9917 provided by law other than this chapter, this chapter, or the operating agreement of the acquired
9918 limited liability company with respect to any interest holder liability preserved under
9919 Subsection (4)(a) as if the interest exchange had not occurred.

9920 Section 375. Section **48-3a-1041** is enacted to read:

9921 **48-3a-1041. Conversion authorized.**

9922 (1) By complying with Sections 48-3a-1041 through 48-3a-1046, a domestic limited
9923 liability company may become:

9924 (a) a domestic entity that is a different type of entity; or

9925 (b) a foreign entity that is a different type of entity, if the conversion is authorized by
9926 the law of the foreign jurisdiction.

9927 (2) By complying with the provisions of Sections 48-3a-1041 through 48-3a-1046
9928 applicable to foreign entities, a foreign entity that is not a foreign limited liability company may
9929 become a domestic limited liability company if the conversion is authorized by the law of the
9930 foreign entity's jurisdiction of formation.

9931 (3) If a protected agreement contains a provision that applies to a merger of a domestic
9932 limited liability company but does not refer to a conversion, the provision applies to a
9933 conversion of the entity as if the conversion were a merger until the provision is amended after
9934 **§→ [July] January ←§ 1, 2014.**

9935 Section 376. Section **48-3a-1042** is enacted to read:

9936 **48-3a-1042. Plan of conversion.**

9937 (1) A domestic limited liability company may convert to a different type of entity under
9938 Sections 48-3a-1041 through 48-3a-1046 by approving a plan of conversion. The plan must be
9939 in a record and contain:

9940 (a) the name of the converting limited liability company;

9941 (b) the name, jurisdiction of formation, and type of entity of the converted entity;

9942 (c) the manner of converting the interests in the converting limited liability company
9943 into interests, securities, obligations, money, other property, rights to acquire interests or
9944 securities, or any combination of the foregoing;

9945 (d) the proposed public organic record of the converted entity if it will be a filing
9946 entity;

9947 (e) the full text of the private organic rules of the converted entity that are proposed to

10072 converting entity with respect to any interest holder liability preserved under Subsection (4)(a)
10073 as if the conversion had not occurred.

10074 (5) When a conversion becomes effective, a foreign entity that is the converted entity
10075 may be served with process in this state for the collection and enforcement of any of its debts,
10076 obligations, and liabilities as provided in Section 16-17-301.

10077 (6) If the converting entity is a registered foreign entity, the registration to do business
10078 in this state of the converting entity is canceled when the conversion becomes effective.

10079 (7) A conversion does not require the entity to wind up its affairs and does not
10080 constitute or cause the dissolution of the entity.

10081 Section 381. Section **48-3a-1051** is enacted to read:

10082 **48-3a-1051. Domestication authorized.**

10083 (1) By complying with Sections 48-3a-1051 through 48-3a-1056, a domestic limited
10084 liability company may become a foreign limited liability company if the domestication is
10085 authorized by the law of the foreign jurisdiction.

10086 (2) By complying with the provisions of Sections 48-3a-1051 through 48-3a-1056
10087 applicable to foreign limited liability companies, a foreign limited liability company may
10088 become a domestic limited liability company if the domestication is authorized by the law of
10089 the foreign limited liability company's jurisdiction of formation.

10090 (3) If a protected agreement contains a provision that applies to a merger of a domestic
10091 limited liability company but does not refer to a domestication, the provision applies to a
10092 domestication of the limited liability company as if the domestication were a merger until the
10093 provision is amended after ~~§~~ → [July] January ← ~~§~~ 1, 2014.

10094 Section 382. Section **48-3a-1052** is enacted to read:

10095 **48-3a-1052. Plan of domestication.**

10096 (1) A domestic limited liability company may become a foreign limited liability
10097 company in a domestication by approving a plan of domestication. The plan must be in a
10098 record and contain:

10099 (a) the name of the domesticating limited liability company;

10100 (b) the name and jurisdiction of formation of the domesticated limited liability
10101 company;

10102 (c) the manner of converting the interests in the domesticating limited liability

10816 Section 413. Section **48-3a-1402** is enacted to read:

10817 **48-3a-1402. Severability clause.**

10818 If any provision of this chapter or its application to any person or circumstance is held
 10819 invalid, the invalidity does not affect other provisions or applications of this chapter which can
 10820 be given effect without the invalid provision or application, and to this end the provisions of
 10821 this chapter are severable.

10822 Section 414. Section **48-3a-1403** is enacted to read:

10823 **48-3a-1403. Relation to Electronic Signatures in Global and National Commerce**

10824 **Act.**

10825 This chapter modifies, limits, and supersedes the Electronic Signatures in Global and
 10826 National Commerce Act, 15 U.S.C. Sec. 7001 et seq., but does not modify, limit, or supersede
 10827 Section 101(c) of that act, 15 U.S.C. Sec. 7001(c), or authorize electronic delivery of any of the
 10828 notices described in Section 103(b) of that act, 15 U.S.C. Sec. 7003(b).

10829 Section 415. Section **48-3a-1404** is enacted to read:

10830 **48-3a-1404. Savings clause.**

10831 This chapter does not affect an action commenced, proceeding brought, or right accrued
 10832 before this chapter takes effect.

10833 Section 416. Section **48-3a-1405** is enacted to read:

10834 **48-3a-1405. Application to existing relationships.**

10835 (1) Before January 1, 2016, this chapter governs only:

10836 (a) a limited liability company formed on or after ~~§~~ ~~→~~ ~~[July] January~~ ~~←~~ ~~§~~ 1, 2014; and

10837 (b) except as otherwise provided in Subsection (3), a limited liability company formed

10838 before ~~§~~ ~~→~~ ~~[July] January~~ ~~←~~ ~~§~~ 1, 2014, which elects, in the manner provided in its operating

10838a agreement or by law

10839 for amending the operating agreement, to be subject to this chapter.

10840 (2) Except as otherwise provided in Subsection (3), on and after January 1, 2016, this

10841 chapter governs all limited liability companies.

10842 (3) For the purposes of applying this chapter to a limited liability company formed

10843 before ~~§~~ ~~→~~ ~~[July] January~~ ~~←~~ ~~§~~ 1, 2014:

10844 (a) the limited liability company's articles of organization are deemed to be the limited

10845 liability company's certificate of organization;

10846 (b) for the purposes of applying Subsection 48-3a-102(15) and subject to Subsection

- 11467 Section 48-3-1206 (Effective 07/01/13), Management of a series.
- 11468 Section 48-3-1207 (Effective 07/01/13), Distribution concerning a series.
- 11469 Section 48-3-1208 (Effective 07/01/13), Events causing dissociation from a series.
- 11470 Section 48-3-1209 (Effective 07/01/13), Termination of a series.
- 11471 Section 48-3-1210 (Effective 07/01/13), Foreign limited liability company -- Series.
- 11472 Section 48-3-1301 (Effective 07/01/13), Application of this part.
- 11473 Section 48-3-1302 (Effective 07/01/13), Requirements.
- 11474 Section 48-3-1303 (Effective 07/01/13), Ceasing to be a low-profit limited liability
- 11475 **company.**
- 11476 Section 48-3-1304 (Effective 07/01/13), Conversion or merger of a low-profit
- 11477 **limited liability company.**
- 11478 Section 48-3-1401 (Effective 07/01/13), Uniformity of application and construction.
- 11479 Section 48-3-1402 (Effective 07/01/13), Relation to Electronic Signatures in Global
- 11480 **and National Commerce Act.**
- 11481 Section 48-3-1403 (Effective 07/01/13), Severability clause.
- 11482 Section 48-3-1404 (Effective 07/01/13), Savings clause.
- 11483 Section 48-3-1405 (Effective 07/01/13), Application to existing relationships.
- 11484 Section 424. **Effective date.**
- 11485 (1) The amended sections in this bill take effect on July 1, 2013.
- 11486 (2) The sections enacted in this bill take effect on ~~§~~ **→ [July] January ←** ~~§~~ 1, 2014.
- 11487 (3) Section 422, Repealer, in this bill of the uncodified repealer Laws of Utah 2011,
- 11488 Chapter 353, Section 310, takes effect on July 1, 2013.
- 11489 (4) Section 423, Repealer, for Title 48, Chapters 1a, 1b, 2d, and 3 of the codified
- 11490 sections listed to be repealed July 1, 2013, takes effect on July 1, 2013.

Legislative Review Note
as of 10-24-12 9:45 AM

Office of Legislative Research and General Counsel