

## S.B. 21 UNINCORPORATED BUSINESS ENTITIES

Senator **Lyle W. Hillyard** proposes the following amendments:

1. *Page 45, Lines 1361 through 1363:*

- 1361 (ii) Title 42, Names; or  
1362 (iii) on or before ~~{June 30, 2014}~~ December 31, 2013, Title 48, Partnership, and on and after  
{~~July~~} January 1, 2014,  
1363 Title 48, Unincorporated Business [~~Entities~~] Entity Act; or

2. *Page 47, Lines 1431 through 1433:*

- 1431 Until this chapter is repealed January 1, 2016, this chapter applies only to a partnership  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 governed by  
Chapter 1d, Utah  
1433 Uniform Partnership Act, as provided in Section 48-1d-1405.

3. *Page 101, Lines 3119 through 3125:*

- 3119 (31) "Protected agreement" means:  
3120 (a) a record evidencing indebtedness and any related agreement in effect on ~~{July}~~ January 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.

4. *Page 110, Lines 3388 through 3391:*

- 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.

5. *Page 114, Lines 3523 through 3524:*

- 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}~~ January 1, 2014.

6. Page 119, Lines 3682 through 3683:

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.

7. Page 144, Lines 4439 through 4443:

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  
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.

8. Page 144, Line 4460 through Page 145, Line 4462:

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 to be  
4462 governed by Chapter  
4462 2e, Utah Uniform Limited Partnership Act, as provided in Section 48-2e-1205.

9. Page 145, Lines 4465 through 4467:

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 elected to be  
4467 governed by  
4467 Chapter 3a, Utah Revised Uniform Limited Liability Company Act, as provided in Section

10. Page 216, Lines 6682 through 6689:

6682 (31) "Protected agreement" means:  
6683 (a) a record evidencing indebtedness and any related agreement in effect on {~~July~~} 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

11. Page 225, Lines 6957 through 6960:

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, 2014.

6959 Section 255. Section **48-2e-1132** is enacted to read:  
6960 48-2e-1132. Plan of interest exchange.

12. Page 230, Lines 7099 through 7102:

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}~~ January 1,  
2014.  
7101 Section 261. Section **48-2e-1142** is enacted to read:  
7102 48-2e-1142. Plan of conversion.

13. Page 235, Lines 7257 through 7259:

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:

14. Page 240, Line 7429 through Page 241, Line 7451:

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 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, 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

15. *Page 308, Lines 9514 through 9521:*

9514 (30) "Protected agreement" means:

9515 (a) a record evidencing indebtedness and any related agreement in effect on ~~{July}~~ 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

16. *Page 316, Lines 9789 through 9791:*

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, 2014.

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

17. *Page 321, Lines 9932 through 9935:*

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:

18. *Page 326, Lines 10091 through 10094:*

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:

19. *Page 350, Lines 10835 through 10839:*

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 agreement or by  
law

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

20. Page 350, Lines 10842 through 10844:

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

21. Page 371, Lines 11485 through 11487:

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,