

Part 11 Limited Liability Partnerships

48-1d-1101 Statement of qualification.

- (1) A partnership may become a limited liability partnership pursuant to this section.
- (2) The terms and conditions on which a partnership becomes a limited liability partnership must be approved by the vote or consent necessary to amend the partnership agreement except, in the case of a partnership agreement that expressly addresses obligations to contribute to the partnership, the vote or consent necessary to amend those provisions.
- (3) After the approval required by Subsection (2), a partnership may become a limited liability partnership by delivering to the division for filing a statement of qualification. The statement of qualification must contain:
 - (a) the name of the limited liability partnership;
 - (b) the street address of the limited liability partnership's principal office and, if different, the street address of an office in this state, if any;
 - (c) the information required by Subsection 16-17-203(1); and
 - (d) a statement that the partnership elects to become a limited liability partnership.
- (4) A partnership's status as a limited liability partnership remains effective, regardless of changes in the limited liability partnership, until it is canceled pursuant to Subsection (6) or administratively revoked pursuant to Section 48-1d-1102.
- (5) The status of a partnership as a limited liability partnership and the liability of its partners for the debts, obligations, or other liabilities of the partnership while it is a limited liability partnership is not affected by errors or later changes in the information required to be contained in the statement of qualification.
- (6) A limited liability partnership may amend or cancel its statement of qualification by delivering to the division for filing a statement of amendment or cancellation. The statement must be consented to by all partners and state the name of the limited liability partnership and in the case of:
 - (a) an amendment, state the amendment; and
 - (b) a cancellation, state that the statement of qualification is canceled.

Enacted by Chapter 412, 2013 General Session

48-1d-1102 Administrative revocation of statement of qualification.

- (1) The division may commence a proceeding under Subsections (2) and (3) to revoke the statement of qualification of a limited liability partnership administratively if the limited liability partnership does not:
 - (a) pay any fee, tax, or penalty required to be paid to the division not later than 60 days after it is due;
 - (b) deliver an annual report to the division not later than 60 days after it is due; or
 - (c) have a registered agent in this state for 60 consecutive days.
- (2) If the division determines that one or more grounds exist for administratively revoking a statement of qualification, the division shall serve the limited liability partnership with notice in a record of the division's determination.
- (3) If a limited liability partnership, not later than 60 days after service of the notice is effected under Subsection (2), does not cure each ground for revocation or demonstrate to the satisfaction of the division that each ground determined by the division does not exist, the

division shall administratively revoke the statement of qualification by signing a statement of administrative revocation that recites the grounds for revocation and the effective date of the revocation. The division shall file the statement and serve a copy on the limited liability partnership pursuant to Section 48-1d-116.

- (4) An administrative revocation under Subsection (3) affects only a partnership's status as a limited liability partnership and is not an event causing dissolution of the partnership.
- (5) The administrative revocation of a statement of qualification of a limited liability partnership does not terminate the authority of its registered agent.

Enacted by Chapter 412, 2013 General Session

48-1d-1103 Reinstatement.

- (1) A limited liability partnership whose statement of qualification has been revoked administratively under Section 48-1d-1102 may apply to the division for reinstatement of the statement of qualification not later than two years after the effective date of the revocation. The application must state:
 - (a) the name of the partnership at the time of the administrative revocation of its statement of qualification and, if needed, a different name that satisfies Section 48-1d-1105;
 - (b) the address of the principal office of the partnership and information required under Subsection 16-17-203(1);
 - (c) the effective date of administrative revocation of the partnership's statement of qualification; and
 - (d) that the grounds for revocation did not exist or have been cured.
- (2) To have its statement of qualification reinstated, a partnership whose statement of qualification has been revoked administratively must pay all fees, taxes, and penalties that were due to the division at the time of the administrative revocation and all fees, taxes, and penalties that would have been due to the division while the partnership's statement of qualification was revoked administratively.
- (3) If the division determines that the application contains the information required by Subsection (1), is satisfied that the information is correct, and determines that all payments required to be made to the division by Subsection (2) have been made, the division shall:
 - (a) cancel the statement of revocation and prepare a statement of reinstatement that states the division's determination and the effective date of reinstatement;
 - (b) file the statement of revocation; and
 - (c) serve a copy of the statement of revocation on the limited liability partnership.
- (4) When reinstatement under this section is effective, the following rules apply:
 - (a) the reinstatement relates back to and takes effect as of the effective date of the administrative revocation; and
 - (b) the partnership's status as a limited liability partnership continues as if the revocation had not occurred, except for the rights of a person arising out of an act or omission in reliance on the revocation before the person knew or had notice of the reinstatement are not affected.

Enacted by Chapter 412, 2013 General Session

48-1d-1104 Judicial review of denial of reinstatement.

- (1) If the division denies a limited liability partnership's application for reinstatement following administrative revocation of the limited liability partnership's statement of qualification, the

division shall serve the limited liability company partnership with notice in a record that explains the reasons for the denial.

- (2) A limited liability partnership may seek judicial review of denial of reinstatement in the district court not later than 30 days after service of the notice of denial.

Enacted by Chapter 412, 2013 General Session

48-1d-1105 Permitted names.

- (1) The name of a partnership that is not a limited liability partnership may not contain the phrase "Registered Limited Liability Partnership" or "Limited Liability Partnership" or the abbreviation "R.L.L.P.", "L.L.P.", "RLLP", or "LLP".
- (2) The name of a limited liability partnership must contain the words "Registered Limited Liability Partnership", "Limited Liability Partnership", "R.L.L.P.", "L.L.P.", "RLLP", or "LLP".
- (3) Except as otherwise provided in Subsection (6), the name of a limited liability partnership and the name under which a foreign limited liability partnership may register to do business in this state must be distinguishable on the records of the division from any:
 - (a) name of an existing person whose formation required the filing of a record by the division;
 - (b) name of a limited liability partnership;
 - (c) name of a person that is registered to do business in this state by the filing of a record by the division;
 - (d) name reserved under Section 48-1d-1106 or other law of this state providing for the reservation of a name by the filing of a record by the division;
 - (e) name registered under Section 48-1d-1107 or other law of this state providing for the registration of a name by the filing of a record by the division; or
 - (f) assumed name registered under Title 42, Chapter 2, Conducting Business Under Assumed Name.
- (4) If a person consents in a record to the use of its name and submits an undertaking in a form satisfactory to the division to change its name to a name that is distinguishable on the records of the division from any name in any category of names in Subsection (3), the name of the consenting person may be used by the person to which the consent was given.
- (5) Except as otherwise provided in Subsection (6), in determining whether a name is the same as or not distinguishable on the records of the division from the name of another entity, words, phrases, or abbreviations indicating the type of entity, such as "corporation", "corp.", "incorporated", "Inc.", "professional corporation", "PC", "P.C.", "professional association", "PA", "P.A.", "Limited", "Ltd.", "limited partnership", "LP", "L.P.", "limited liability partnership", "LLP", "L.L.P.", "registered limited liability partnership", "RLLP", "R.L.L.P.", "limited liability limited partnership", "LLLLP", "L.L.L.P.", "registered limited liability limited partnership", "RLLLLP", "R.L.L.L.P.", "limited liability company", or "LLC", "L.L.C.", "professional limited liability company", "PLLC", or "P.L.L.C.", may not be taken into account.
- (6) A person may consent in a record to the use of a name that is not distinguishable on the records of the division from its name except for the addition of a word, phrase, or abbreviation indicating the type of person as provided in Subsection (5). In such a case, the person need not change its name pursuant to Subsection (4).
- (7) The division may not approve for filing a name that implies that a limited liability partnership is an agency of this state or any of its political subdivisions, if it is not actually such a legally established agency or subdivision.
- (8) The authorization to file a certificate under or to reserve or register a limited liability partnership name as granted by the division does not:

- (a) abrogate or limit the law governing unfair competition or unfair trade practices;
 - (b) derogate from the common law, the principles of equity, or the statutes of this state or of the United States with respect to the right to acquire and protect names and trademarks; or
 - (c) create an exclusive right in geographic or generic terms contained within a name.
- (9) The name of a limited liability partnership or foreign limited liability partnership may not contain:
- (a) the words:
 - (i) "association";
 - (ii) "corporation";
 - (iii) "incorporated";
 - (iv) "limited liability company";
 - (v) "limited company";
 - (vi) "limited partnership"; or
 - (vii) "Ltd.";
 - (b) any word or abbreviation that is of like import to the words listed in Subsection (9)(a);
 - (c) without the written consent of the United States Olympic Committee, the words:
 - (i) "Olympic";
 - (ii) "Olympiad"; or
 - (iii) "Citius Altius Fortius"; and
 - (d) without the written consent of the Division of Consumer Protection issued in accordance with Section 13-34-114 the words:
 - (i) "university";
 - (ii) "college"; or
 - (iii) "institute" or "institution".

Enacted by Chapter 412, 2013 General Session

48-1d-1106 Reservation of name.

- (1) A person may reserve the exclusive use of a name that complies with Section 48-1d-1105 by delivering an application to the division for filing. The application must state the name and address of the applicant and the name to be reserved. If the division finds that the name is available, the division shall reserve the name for the applicant's exclusive use for a period of 120 days.
- (2) The owner of a reserved name may transfer the reservation to another person by delivering to the division a signed notice in a record of the transfer, which states the name and address of the transferee.

Enacted by Chapter 412, 2013 General Session

48-1d-1107 Registration of name.

- (1) A foreign limited liability partnership not registered to do business in this state under Part 12, Foreign Limited Liability Partnerships, may register its name, or an alternate name adopted pursuant to Section 48-1d-1206, if the name is distinguishable on the records of the division from the names that are not available under Section 48-1d-1105.
- (2) To register its name or an alternate name adopted pursuant to Section 48-1d-1206, a foreign limited liability partnership must deliver to the division for filing an application stating the foreign limited liability partnership's name, the jurisdiction and date of its formation, and any alternate name adopted pursuant to Section 48-1d-1206. If the division finds that the name applied for is available, the division shall register the name for the applicant's exclusive use.

- (3) The registration of a name under this section is effective for one year after the date of registration.
- (4) A foreign limited liability partnership whose name registration is effective may renew the registration for successive one-year periods by delivering, not earlier than three months before the expiration of the registration, to the division for filing a renewal application that complies with this section. When filed, the renewal application renews the registration for a succeeding one-year period.
- (5) A foreign limited liability partnership whose name registration is effective may register as a foreign limited liability company under the registered name or consent in a signed record to the use of that name by another person that is not an individual.

Enacted by Chapter 412, 2013 General Session

48-1d-1108 Registered agent.

- (1) Each limited liability partnership and each registered foreign limited liability partnership shall designate in accordance with Subsection 16-17-203(1) and maintain a registered agent in this state.
- (2) A limited liability partnership or registered foreign limited liability partnership may change its registered agent or the address of its registered agent by filing with the division a statement of change in accordance with Section 16-17-206.

Enacted by Chapter 412, 2013 General Session

48-1d-1109 Annual report for division.

- (1) Each limited liability partnership and registered foreign limited liability partnership shall deliver to the division for filing an annual report that states:
 - (a) the name of the limited liability partnership or foreign limited liability partnership;
 - (b) the information required under Subsection 16-17-203(1);
 - (c) the street and mailing addresses of its principal office;
 - (d) the name of at least one partner; and
 - (e) in the case of a foreign limited liability partnership, its jurisdiction of formation and any alternate name adopted under Subsection 48-1d-1206(1).
- (2) Information in an annual report must be current as of the date the report is signed by the limited liability partnership or registered foreign limited liability partnership.
- (3) A report must be delivered to the division for each year following the calendar year in which the limited liability partnership's statement of qualification became effective or the registered foreign limited liability partnership registered to do business in this state:
 - (a) in the case of a limited liability partnership, the annual report must be delivered to the division during the month in which is the anniversary date on which the limited liability partnership statement of qualification became effective; and
 - (b) in the case of a registered foreign limited liability partnership, the annual report must be delivered to the division during the month in which is the anniversary date on which the registered foreign limited liability partnership registered to do business in this state.
- (4) If an annual report does not contain the information required by this section, the division promptly shall notify the reporting limited liability partnership or registered foreign limited liability partnership in a record and return the report for correction.
- (5) If an annual report contains the name or address of a registered agent which differs from the information shown in the records of the division immediately before the annual report becomes

effective, the differing information in the annual report is considered a statement of change under Section 16-17-206.

Enacted by Chapter 412, 2013 General Session