H.B. 127
LIMITED LIABILITY COMPANY AMENDMENTS

HOUSE FLOOR AMENDMENTS   AMENDMENT 1   FEBRUARY 7, 2006   10:09 AM

Representative **J. Stuart Adams** proposes the following amendments:

1.   *Page 3, Lines 80 through 84:*

80   48-2c-606. Series of members, managers, or limited liability company interests.

81   (1) **(a)** An operating agreement may establish or provide for the establishment of one or

82   more designated series of members, managers, or interests in the company having separate

83   rights, powers, or duties with respect to specified property or obligations of the limited liability

84   company or profits and losses associated with specified property or obligations.

     (b) The separate rights, powers, and duties of a series shall be identified in the operating agreement.

2.   *Page 4, Lines 96 through 98:*

96   (4) Unless otherwise provided in the operating agreement, none of the debts, liabilities,

97   obligations, and expenses incurred, contracted for, or otherwise existing with respect to the

98   company generally or any other series are enforceable against the assets of a series.

     (5) A series may contract on its own behalf and in its own name, including through a manager.

3.   *Page 4, Lines 112 through 114:*

112   48-2c-609. Series related provisions in operating agreement.

113   (1) An operating agreement may provide for classes or groups of members or managers

114   associated with a series **with separate rights, powers, or duties as provided in Subsection 48-2c-606(1)** .

4.   *Page 5, Lines 138 through 139:*

138   (2) **{ ~~The~~ }** **Unless otherwise provided in an operating agreement, the** decision of members owning more than 50% of the then-current percentage or

139   other interest in the profits controls.

5.   *Page 6, Line 182 through Page 7, Line 184:*

182   (7) A member who receives a distribution in violation of this section **{ ~~, and who knew at~~**

183   ~~the time of the distribution that the distribution violated this section,~~ }** is liable to the series for

184   the amount of the distribution.