



SPONSOR: Rep. Valihura & Sen. Vaughn;
Rep. M Marshall; Sen. Amick

HOUSE OF REPRESENTATIVES

143rd GENERAL ASSEMBLY

HOUSE BILL NO. 424

AN ACT TO AMEND CHAPTER 15, TITLE 6 OF THE DELAWARE CODE RELATING TO THE CREATION, REGULATION, OPERATIONS AND DISSOLUTION OF DOMESTIC PARTNERSHIPS AND THE REGISTRATION AND REGULATION OF FOREIGN LIMITED LIABILITY PARTNERSHIPS.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF DELAWARE (Three-fifths of all members elected to each house thereof concurring therein):

1 Section 1. Amend § 15-101(16), Chapter 15, Title 6 of the Delaware Code by deleting “, limited partnership, trust, estate”
2 immediately after the word “partnership” and substituting in lieu thereof “(whether general or limited)”, by inserting “trust, estate,”
3 immediately after “limited liability company,”, by inserting “(including any group, organization, co-tenancy, plan, board, council or
4 committee)” immediately after the word “association”, by inserting “government (including a country, state, county or any other
5 governmental subdivision, agency or instrumentality),” immediately prior to the word “custodian”, and by inserting “(or series
6 thereof)” immediately after the word “entity”.

7 Section 2. Amend § 15-105(d), Chapter 15, Title 6 of the Delaware Code by inserting “or § 15-111(i)(4)” immediately
8 after “or as specified in § 15-111(d)” in the fourth sentence thereof and by inserting “or § 15-111(i)(4)” immediately after “or as
9 provided in § 15-111(d)” in the fifth sentence thereof.

10 Section 3. Amend § 15-111(a), Chapter 15, Title 6 of the Delaware Code by deleting said subsection in its entirety and
11 substituting in lieu thereof the following:

12 “(a) Each partnership that files a statement of partnership existence, a statement of qualification or a statement of
13 foreign qualification shall have and maintain in the State of Delaware:

14 (1) A registered office, which may but need not be a place of its business in the State of Delaware; and

15 (2) A registered agent for service of process on the partnership, which agent may be any of

16 a. the partnership itself,

17 b. an individual resident in the State of Delaware,

18 c. a domestic limited liability company, a domestic corporation, a domestic partnership (other than
19 the partnership itself)(whether general (including a limited liability partnership) or limited

(including a limited liability limited partnership)), or a domestic statutory trust, or

- d. a foreign corporation, a foreign partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)), a foreign limited liability company, or a foreign statutory trust.”.

Section 4. Amend § 15-111(d), Chapter 15, Title 6 of the Delaware Code by deleting the “,” immediately after “statement of partnership existence” in the fourth sentence thereof and substituting in lieu thereof the word “and” and by inserting “(in each case as applicable)” immediately after “statement of qualification” in the fourth sentence thereof.

Section 5. Amend § 15-111, Chapter 15, Title 6 of the Delaware Code by inserting new subsections (e), (f), (g), (h), (i) and (j) as follows:

“(e) Every registered agent shall:

- (1) If an entity, maintain a business office in the State of Delaware which is generally open, or if an individual, be generally present at a designated location in the State of Delaware, at sufficiently frequent times to accept service of process and otherwise perform the functions of a registered agent;
- (2) If a foreign entity, be authorized to transact business in the State of Delaware;
- (3) Accept service of process and other communications directed to the partnerships for which it serves as registered agent and forward same to the partnership to which the service or communication is directed;
and
- (4) Forward to the partnerships for which it serves as registered agent the statement for the annual tax described in § 15-1208 of this title or an electronic notification of same in a form satisfactory to the Secretary of State.

(f) Any registered agent who at any time serves as registered agent for more than fifty entities (a “Commercial Registered Agent”), whether domestic or foreign, shall satisfy and comply with the following qualifications.

- (1) A natural person serving as a Commercial Registered Agent shall:
 - a. Maintain a principal residence or a principal place of business in the State of Delaware;
 - b. Maintain a Delaware business license;
 - c. Be generally present at a designated location within the State of Delaware during normal business hours to accept service of process and otherwise perform the functions of a registered agent as specified in subsection (e); and
 - d. Provide the Secretary of State upon request with such information identifying and enabling

49 communication with such Commercial Registered Agent as the Secretary of State shall require.

50 (2) A domestic or foreign corporation, a domestic or foreign partnership (whether general (including a
51 limited liability partnership) or limited (including a limited liability limited partnership)), a domestic or
52 foreign limited liability company, or a domestic or foreign statutory trust serving as a Commercial
53 Registered Agent shall:

- 54 a. Have a business office within the State of Delaware which is generally open during normal
55 business hours to accept service of process and otherwise perform the functions of a registered
56 agent as specified in subsection (e);
- 57 b. Maintain a Delaware business license;
- 58 c. Have generally present at such office during normal business hours an officer, director or
59 managing agent who is a natural person; and
- 60 d. Provide the Secretary of State upon request with such information identifying and enabling
61 communication with such Commercial Registered Agent as the Secretary of State shall require.

62 (3) For purposes of this subsection and subsection (i)(2)a., a Commercial Registered Agent shall also
63 include any registered agent which has an officer, director or managing agent in common with any other
64 registered agent or agents if such registered agents at any time during such common service as officer,
65 director or managing agent collectively served as registered agents for more than fifty entities, whether
66 domestic or foreign.

67 (g) Every partnership formed under the laws of the State of Delaware or qualified to do business in the State of
68 Delaware that has and maintains a registered agent pursuant to § 15-111 of this title shall provide to its registered agent and update
69 from time to time as necessary the name, business address and business telephone number of a natural person who is a partner,
70 officer, employee or designated agent of the partnership, who is then authorized to receive communications from the registered
71 agent. Such person shall be deemed the communications contact for the partnership. Every registered agent shall retain (in paper or
72 electronic form) the above information concerning the current communications contact for each partnership for which he, she, or it
73 serves as registered agent. If the partnership fails to provide the registered agent with a current communications contact, the
74 registered agent may resign as the registered agent for such partnership pursuant to this Section.

75 (h) The Secretary of State is authorized to issue such rules and regulations as may be necessary or appropriate to
76 carry out the enforcement of subsections (e), (f) and (g) of this Section, and to take actions reasonable and necessary to assure

77 registered agents' compliance with subsections (e), (f) and (g). Such actions may include refusal to file documents submitted by a
78 registered agent.

79 (i) Upon application of the Secretary of State, the Court of Chancery may enjoin any person or entity from serving as
80 a registered agent or as an officer, director or managing agent of a registered agent.

81 (1) Upon the filing of a complaint by the Secretary of State pursuant to this Section, the Court may make
82 such orders respecting such proceeding as it deems appropriate, and may enter such orders granting
83 interim or final relief as it deems proper under the circumstances.

84 (2) Any one or more of the following grounds shall be a sufficient basis to grant an injunction pursuant to
85 this Section:

86 a. With respect to any registered agent who at any time within one year immediately prior to the
87 filing of the Secretary of State's complaint is a Commercial Registered Agent, failure after notice
88 and warning to comply with the qualifications set forth in subsection (e) and/or the requirements
89 of subsections (f) or (g) above;

90 b. The person serving as a registered agent, or any person who is an officer, director or managing
91 agent of an entity registered agent, has been convicted of a felony or any crime which includes
92 an element of dishonesty or fraud or involves moral turpitude; or

93 c. The registered agent has engaged in conduct in connection with acting as a registered agent that
94 is intended to or likely to deceive or defraud the public.

95 (3) With respect to any order the Court enters pursuant to this Section with respect to an entity that has acted
96 as a registered agent, the Court may also direct such order to any person who has served as an officer, director or managing
97 agent of such registered agent. Any person who, on or after January 1, 2007, serves as an officer, director or managing
98 agent of an entity acting as a registered agent in the State of Delaware shall be deemed thereby to have consented to the
99 appointment of such registered agent as agent upon whom service of process may be made in any action brought pursuant
100 to this Section, and service as an officer, director or managing agent of an entity acting as a registered agent in the State of
101 Delaware shall be a signification of the consent of such person that any process when so served shall be of the same legal
102 force and validity as if served upon such person within the State of Delaware, and such appointment of the registered agent
103 shall be irrevocable.

104 (4) Upon the entry of an order by the Court enjoining any person or entity from acting as a registered agent,
105 the Secretary of State shall mail or deliver notice of such order to each affected partnership.

- 106 a. that has specified the address of a place of business in a record of the Secretary of State, to the
107 address specified, or
108 b. an address of which the Secretary of State has obtained from the partnership's former registered
109 agent, to the address obtained.

110 If such a partnership is a domestic partnership and fails to obtain and designate a new registered agent within thirty (30)
111 days after such notice is given, the statement of partnership existence and statement of qualification of such partnership (in
112 each case as applicable) shall be deemed to be cancelled. If such a partnership is a foreign limited liability partnership and
113 fails to obtain and designate a new registered agent within thirty (30) days after such notice is given, such foreign limited
114 liability partnership shall not be permitted to do business in the State of Delaware and its statement of foreign qualification
115 shall be deemed to be cancelled. If any other affected partnership is a domestic partnership and fails to obtain and
116 designate a new registered agent within sixty (60) days after entry of an order by the Court enjoining such partnership's
117 registered agent from acting as a registered agent, the statement of partnership existence and statement of qualification of
118 such partnership (in each case as applicable) shall be deemed to be cancelled. If any other affected partnership is a foreign
119 limited liability partnership and fails to obtain and designate a new registered agent within sixty (60) days after entry of an
120 order by Court enjoining such partnership's registered agent from acting as a registered agent, such foreign limited liability
121 partnership shall not be permitted to do business in the State of Delaware and its statement of foreign qualification shall be
122 deemed to be cancelled. If the Court enjoins a person or entity from acting as a registered agent as provided in this Section
123 and no new registered agent shall have been obtained and designated in the time and manner aforesaid, service of legal
124 process against the partnership for which the registered agent had been acting shall thereafter be upon the Secretary of
125 State in accordance with Section 15-113 of this title. The Court of Chancery may, upon application of the Secretary of
126 State on notice to the former registered agent, enter such orders as it deems appropriate to give the Secretary of State
127 access to information in the former registered agent's possession in order to facilitate communication with the partnerships
128 the former registered agent served.

129 (j) The Secretary of State is authorized to make a list of registered agents available to the public, and to establish
130 such qualifications and issue such rules and regulations with respect to such listing as the Secretary of State deems necessary or
131 appropriate.”.

132 Section 6. Amend § 15-407(d), Chapter 15, Title 6 of the Delaware Code by inserting the following sentence at the
133 beginning thereof: “Unless otherwise provided in a partnership agreement, meetings of partners may be held by means of

134 conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each
135 other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.”.

136 Section 7. Amend § 15-901(a), Chapter 15, Title 6 of the Delaware Code by deleting the word “or” immediately after
137 “business trust” and substituting in lieu thereof “, an” and by inserting “or entity” immediately after “unincorporated business”.

138 Section 8. Amend § 15-901(g), Chapter 15, Title 6 of the Delaware Code by inserting the word “and” immediately after
139 “and distribute its assets,” in the first sentence thereof, by deleting “, and the conversion shall constitute a continuation of the
140 existence of the converting other entity in the form of a domestic partnership” immediately before the “.” at the end of the first
141 sentence thereof, by deleting “the domestic partnership shall,” immediately before “for all purposes” in the second sentence thereof,
142 by inserting “the domestic partnership shall” immediately after “the State of Delaware,” in the second sentence thereof, and by
143 inserting “and the conversion shall constitute a continuation of the existence of the converting other entity in the form of a domestic
144 partnership” immediately before the “.” at the end of the second sentence thereof.

145 Section 9. Amend § 15-903(a), Chapter 15, Title 6 of the Delaware Code by deleting the word “or” immediately after
146 “business trust” and substituting in lieu thereof “, an” and by inserting “or entity” immediately after “unincorporated business”.

147 Section 10. Amend § 15-903(c), Chapter 15, Title 6 of the Delaware Code by inserting “entity or” immediately before
148 “business form” and by inserting immediately before the “.” at the end thereof “, and the conversion shall not constitute a
149 dissolution of such partnership. When a partnership has converted to another entity or business form pursuant to this Section, for all
150 purposes of the laws of the State of Delaware, the other entity or business form shall be deemed to be the same entity as the
151 converting partnership and the conversion shall constitute a continuation of the existence of the partnership in the form of such
152 other entity or business form”.

153 Section 11. Amend § 15-903(d), Chapter 15, Title 6 of the Delaware Code by inserting “entity or” immediately before all
154 three appearances of “business form” therein.

155 Section 12. Amend § 15-903(e), Chapter 15, Title 6 of the Delaware Code by inserting “entity or” immediately before
156 “business form” in the first sentence thereof.

157 Section 13. Amend § 15-903(e)(3), Chapter 15, Title 6 of the Delaware Code by inserting “entity or” immediately before
158 “business form” and by inserting “, and the name of such entity or business form” immediately before the “;” at the end of said
159 subsection.

160 Section 14. Amend § 15-903(h), Chapter 15, Title 6 of the Delaware Code by inserting “entity or” immediately before all
161 seven appearances of “business form” in said subsection.

162 Section 15. Amend § 15-904(a), Chapter 15, Title 6 of the Delaware Code by inserting “a statutory trust,” immediately
163 before “a business trust”, by deleting the word “or” immediately after “a business trust” and substituting in lieu thereof “, an”, and
164 by inserting “or entity” immediately after “any other unincorporated business”.

165 Section 16. Amend § 15-904(c)(4), Chapter 15, Title 6 of the Delaware Code by deleting the word “and” at the end
166 thereof.

167 Section 17. Amend § 15-904(c)(5), Chapter 15, Title 6 of the Delaware Code by deleting the “.” at the end thereof and
168 substituting in lieu thereof “; and”.

169 Section 18. Amend § 15-904(c), Chapter 15, Title 6 of the Delaware Code by inserting a new subsection (6) thereto
170 reading as follows:

171 “(6) That the domestication has been approved in the manner provided for by the document, instrument,
172 agreement or other writing, as the case may be, governing the internal affairs of the non-United States entity and the
173 conduct of its business or by applicable non-Delaware law, as appropriate.”.

174 Section 19. Amend § 15-904(g), Chapter 15, Title 6 of the Delaware Code by inserting the word “the” immediately after
175 “Prior to” and by inserting the word “of” immediately after the word “filing”.

176 Section 20. Amend § 15-904(h), Chapter 15, Title 6 of the Delaware Code by inserting “(and also in the non-United States
177 entity, if and for so long as the non-United States entity continues its existence in the foreign jurisdiction in which it was existing
178 immediately prior to the domestication)” immediately after the first appearance of the words “to which such non-United States
179 entity has been domesticated” in the first sentence thereof, by inserting “(and also of the non-United States entity, if and for so long
180 as the non-United States entity continues its existence in the foreign jurisdiction in which it was existing immediately prior to the
181 domestication)” immediately after the words “the property of such domestic partnership” in the first sentence thereof, and by
182 inserting “(and also to the non-United States entity, if and for so long as the non-United States entity continues its existence in the
183 foreign jurisdiction in which it was existing immediately prior to the domestication)” immediately after the second appearance of
184 the words “to which such non-United States entity has been domesticated” in the first sentence thereof.

185 Section 21. Amend § 15-904(i), Chapter 15, Title 6 of the Delaware Code by deleting from the first sentence thereof “the
186 domestic partnership shall,” by inserting “the domestic partnership shall” immediately after “the State of Delaware,” in the first
187 sentence thereof, by inserting “and the domestication shall constitute a continuation of the existence of the domesticating non-
188 United States entity in the form of a domestic partnership” immediately before the “.” at the end of the first sentence thereof, by
189 inserting the word “and” immediately before “the domestication shall not be deemed to constitute a dissolution” in the second

190 sentence thereof, and by deleting “, and the domestication shall constitute a continuation of the existence of the domesticating non-
191 United States entity in the form of a domestic partnership” immediately before the “.” at the end of the second sentence thereof.

192 Section 22. Amend § 15-905(a), Chapter 15, Title 6 of the Delaware Code by inserting “or continue” immediately after
193 the word “domesticate” in the first sentence thereof and by inserting “domestic” immediately before the word “continuance” in the
194 second sentence thereof.

195 Section 23. Amend § 15-905(b), Chapter 15, Title 6 of the Delaware Code by inserting “or continuance” immediately after
196 all nine appearances of the word “domestication” in the first four sentences thereof, by inserting the word “domestic” immediately
197 before “continuance if the partnership’s existence” in the fourth sentence thereof, and by inserting the word “domestic” immediately
198 before “continuance shall state” in the fifth sentence thereof.

199 Section 24. Amend § 15-905(b)(3), Chapter 15, Title 6 of the Delaware Code by inserting “or continued and the name of
200 the entity or business form formed, incorporated, created or that otherwise comes into being as a consequence of the transfer of the
201 partnership to, or its domestication or continuance in, such foreign jurisdiction” immediately before the “;” at the end of the
202 paragraph thereof.

203 Section 25. Amend § 15-905(b)(4), Chapter 15, Title 6 of the Delaware Code by inserting the word “to” immediately
204 before “or domestication”, by deleting the word “to” immediately after the word “domestication” and substituting in lieu thereof “or
205 continuance in”, and by inserting the word “domestic” immediately after “certificate of transfer and”.

206 Section 26. Amend § 15-905(b)(7), Chapter 15, Title 6 of the Delaware Code by inserting “or continued” immediately
207 after the word “domesticated” in the second sentence thereof.

208 Section 27. Amend § 15-905(b)(8), Chapter 15, Title 6 of the Delaware Code by inserting the word “domestic”
209 immediately before both appearances of the word “continuance”.

210 Section 28. Amend § 15-905(c), Chapter 15, Title 6 of the Delaware Code by inserting “or continuance” immediately after
211 the word “domestication” in the second sentence thereof.

212 Section 29. Amend § 15-905(d), Chapter 15, Title 6 of the Delaware Code by inserting “or continuance” immediately after
213 all five appearances of the word “domestication” in said subsection and by inserting “and shall not be deemed to constitute a
214 dissolution of such partnership” immediately before the “.” at the end of the second sentence thereof.

215 Section 30. Amend § 15-905(e), Chapter 15, Title 6 of the Delaware Code by inserting the word “domestic” before all
216 three appearances of the word “continuance” in said subsection, by inserting “or business form” immediately after “and the entity”
217 in the second sentence thereof, and by inserting “or continuance” immediately after the word “domestication” in the second
218 sentence thereof.

219 Section 31. Amend § 15-905(f), Chapter 15, Title 6 of the Delaware Code by inserting “or continuance” immediately after
220 both appearances of the word “domestication” therein and by inserting “entity or” immediately before both appearances of
221 “business form” therein.

222 Section 32. Amend § 15-905(g), Chapter 15, Title 6 of the Delaware Code by inserting “or continued” immediately after
223 the first, third, sixth and ninth appearances of the word “domesticated” in said subsection, by inserting “or continued entity or”
224 immediately after the second, eighth and tenth appearances of the word “domesticated” in said subsection, by inserting “and shall
225 constitute a continuation of the existence of such domestic partnership in the form of the transferred or domesticated or continued
226 entity or business form” immediately before the “.” at the end of the first sentence thereof, by inserting “or continuance”
227 immediately after the word “domestication” in said second sentence, by deleting “business form” immediately after the fourth
228 appearance of the word “domesticated” in said subsection and substituting in lieu thereof “or continued entity or business form (and
229 also in the domestic partnership that has transferred, domesticated or continued, if and for so long as such domestic partnership
230 continues its existence as a domestic partnership)”, by deleting “business form” immediately after the fifth appearance of the word
231 “domesticated” in said subsection and substituting in lieu thereof “or continued entity or business form (and also of the domestic
232 partnership that has transferred, domesticated or continued, if and for so long as such domestic partnership continues its existence as
233 a domestic partnership)”, by deleting “business form,” immediately after the seventh appearance of the word “domesticated” in said
234 subsection and substituting in lieu thereof “or continued entity or business form (and also to the domestic partnership that has
235 transferred, domesticated or continued, if and for so long as such domestic partnership continues its existence as a domestic
236 partnership)”, and by inserting “or continuation” immediately after the word “domestication” in the third sentence thereof.

237 Section 33. Amend Subchapter X of Chapter 15, Title 6 of the Delaware Code by adding thereto, immediately following §
238 15-1003, a new § 15-1004 reading as follows:

239 “§ 15-1004. Reinstatement of Statement of Qualification or Statement of Foreign Qualification.

240 (a) A partnership whose statement of qualification or statement of foreign qualification has been canceled
241 pursuant to Section 15-111(d) or Section 15-111(i)(4) of this chapter may apply to the Secretary of State for reinstatement after the
242 effective date of the cancellation. The application must state:

243 (1) The name of the partnership and the effective date of the cancellation and, if such name is not
244 available at the time of reinstatement, the name under which the statement of qualification or statement of foreign
245 qualification is to be reinstated; and

246 (2) That the partnership has obtained and designated a new registered agent as required by § 15-
247 111(a) of this chapter and the name and address of such new registered agent and the address of the partnership's
248 registered office in the State of Delaware.

249 (b) A cancellation of a partnership's statement of qualification or statement of foreign qualification pursuant
250 to Section 15-111(d) or Section 15-111(i)(4) of this chapter only affects a partnership's status as a limited liability partnership or a
251 foreign limited liability partnership and is not an event of dissolution of the partnership.

252 (c) A reinstatement under subsection (a) relates back to and takes effect as of the effective date of the
253 cancellation, and the partnership's status as a limited liability partnership or a foreign limited liability partnership continues as if the
254 cancellation had never occurred.”.

255 Section 34. Amend § 15-1102(b), Chapter 15, Title 6 of the Delaware Code by inserting “, Section 15-111(d) or Section
256 15-111(i)(4)” immediately after “Section 15-105(d)”.

257 Section 35. Amend § 15-1210(a), Chapter 15, Title 6 of the Delaware Code by adding “or Section 15-111(i)(4)”
258 immediately after “Section 15-111(d)” in the first sentence thereof.

259 Section 36. Amend § 15-1210(c), Chapter 15, Title 6 of the Delaware Code by inserting “or Section 15-111(i)(4)”
260 immediately after “Section 15-111(d)” in such subsection.

261 Section 37. Sections 1 and 4 and Sections 6 through 32 of this Act shall become effective August 1, 2006. Sections 2, 3
262 and 5 and Sections 33 through 36 of this Act shall become effective January 1, 2007.

SYNOPSIS

This bill continues the practice of amending periodically the Delaware Revised Uniform Partnership Act (the “Act”) to keep it current and to maintain its national preeminence. The following is a Section-by-Section review of the proposed amendments of the Act.

Section 1. This Section amends § 15-101(16) of the Act to confirm the broad scope of the defined term “person”.

Section 2. This Section amends § 15-105(d) of the Act to conform to new § 15-111(i)(4) of the Act which provides for the cancellation of a statement of partnership existence in the circumstances therein provided.

Sections 3 and 5. These Sections amend § 15-111 of the Act to expand the types of entities that may serve as registered agents; prescribe the duties of a registered agent; require that persons or entities serving as registered agent for more than fifty entities (a “Commercial Registered Agent”) be generally open during normal business hours and have a natural person present to operate such office and communicate with the Secretary of State on request; require Delaware partnerships to provide registered agents with a designated natural person to receive communications from the registered agent and require the registered agent to maintain in its records the identity of such persons; authorize the Secretary of State to issue regulations to enforce these provisions; authorize the Secretary of State to bring a lawsuit in the Court of Chancery to enjoin any person or entity from acting as a registered agent, or as an officer, or director or managing agent of a registered agent, any person or entity who fails to comply with the statutory requirements, who has been convicted of a felony or any crime involving dishonesty, fraud or moral turpitude, or who has used the office of registered agent in a manner intended to defraud the public; provide that the statement of partnership existence and statement of qualification (in each case as applicable) or statement of foreign qualification will be cancelled if it fails, within a prescribed period, to obtain and designate a new registered agent if the Court of Chancery enjoins any person or entity from acting as a registered agent for such partnership; and authorize the Secretary of State to make a list of registered agents available to the public.

Section 4. This Section amends § 15-111(d) of the Act to clarify that a partnership's statement of partnership existence

and statement of qualification (in each case as applicable) will be cancelled if such partnership fails to obtain and designate a new registered agent prior to the expiration of 30 days after the filing by the registered agent of the certificate of resignation.

Section 6. This Section amends § 15-407(d) of the Act to clarify that meetings of partners of a Delaware partnership may be held by conference telephone or similar communications equipment unless otherwise provided in a partnership agreement.

Sections 7-32. Sections 7 through 32 of the bill make technical changes to § 15-901 (conversion of certain entities to a domestic partnership), § 15-903 (approval of conversion of a domestic partnership), §15-904 (domestication of non-US entities) and § 15-905 (transfer or continuance of domestic partnerships) of the Act to conform these Sections to the parallel provisions in the Delaware General Corporation Law adopted in 2005.

Section 33. This Section amends the Act to add a new § 15-1004 of the Act to permit the reinstatement of a statement of qualification or a statement of foreign qualification of a partnership whose statement of qualification or statement of foreign qualification has been cancelled pursuant to § 15-111(d) or new § 15-111(i)(4).

Section 34. This Section amends § 15-1102(b) of the Act to conform to the provisions of § 15-111(d) and new § 15-111(i)(4) of the Act which provide for the cancellation of the registration of a foreign limited liability partnership under the circumstances therein provided.

Sections 35 and 36. These Sections amend § 15-1210 of the Act to permit the revival of a statement of partnership existence of a partnership whose statement of partnership existence has been cancelled pursuant to new § 15-111(i)(4).

Section 37. This Section provides that the proposed amendments in Sections 1 and 4 and Sections 6 through 32 of this bill shall become effective August 1, 2006 and that the proposed amendments in Sections 2, 3 and 5 and Sections 33 through 36 of this bill shall become effective January 1, 2007.