

**FORTY-NINTH LEGISLATURE
FIRST SESSION, 2009**

March 19, 2009

Mr. Speaker:

Your **BUSINESS AND INDUSTRY COMMITTEE**, to whom has been referred

SENATE BILL 11

has had it under consideration and reports same with recommendation that it **DO PASS**, amended as follows:

1. On page 1, line 12, after "ACT", insert "; AMENDING SECTIONS OF LAWS 2007; RECTIFYING EFFECTIVE DATES".

2. On page 6, between lines 15 and 16, insert the following new sections:

"Section 4. Section 54-2A-1204 NMSA 1978 (being Laws 2007, Chapter 129, Section 1204) is amended to read:

"54-2A-1204. APPLICATION TO EXISTING LIMITED PARTNERSHIPS AND OTHER RELATIONSHIPS.--

A. The Uniform Revised Limited Partnership Act governs only:

(1) a limited partnership formed on or after January 1, 2008; and

(2) except as otherwise provided in Subsections B and C of this section, a limited partnership formed before January 1, 2008 that elects, in the manner provided in its partnership agreement or by law for amending the partnership agreement, to be subject to the Uniform Revised Limited Partnership Act, and that presents to the secretary of state for filing:

(a) an amended and restated certificate of limited partnership stating that it elects to be subject to that act if the filing is made before January 1, [2009] 2010; or

(b) if the filing is made on or after January 1, [2009] 2010, an amended and restated certificate of limited partnership stating the information required by Section [201 of the ~~Uniform Revised Limited Partnership Act~~] 54-2A-201 NMSA 1978. The "liability effective date" with respect to the limited partnership is the date that is ninety days after a limited partnership

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described in this paragraph files with the secretary of state an amended and restated certificate of limited partnership stating the information required by Section [~~201 of the Uniform Revised Limited Partnership Act~~] 54-2A-201 NMSA 1978.

B. With respect to a limited partnership formed before January 1, 2008 that elects pursuant to Paragraph (2) of Subsection A of this section to be subject to the Uniform Revised Limited Partnership Act, the following rules apply except as the partners otherwise elect in the manner provided in the partnership agreement or by law for amending the partnership agreement:

(1) Subsection C of Section [~~104 of the Uniform Revised Limited Partnership Act~~] 54-2A-104 NMSA 1978 does not apply and the limited partnership has whatever duration it had pursuant to the law applicable immediately before January 1, 2008;

(2) Sections [~~601 and 602 of the Uniform Revised Limited Partnership Act~~] 54-2A-601 and 54-2A-602 NMSA 1978 do not apply and a limited partner has the same right and power to dissociate from the limited partnership, with the same consequences, as existed immediately before January 1, 2008;

(3) Subsection D of Section [~~603 of the Uniform Revised Limited Partnership Act~~] 54-2A-603 NMSA 1978 does not apply;

(4) Subsection E of Section [~~603 of the Uniform Revised Limited Partnership Act~~] 54-2A-603 NMSA 1978 does not apply and a court has the same power to expel a general partner as the court had immediately before January 1, 2008; and

(5) Subsection C of Section [~~801 of the Uniform Revised Limited Partnership Act~~] 54-2A-801 NMSA 1978 does not apply and the connection between a person's dissociation as a general partner and the dissolution of the limited partnership is the same as existed immediately before January 1, 2008.

C. With respect to a limited partnership that elects pursuant to Paragraph (2) of Subsection A of this section to be subject to the Uniform Revised Limited Partnership Act, after the election takes effect the provisions of the Uniform Revised Limited Partnership Act relating to the liability of the limited

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partnership's general partners to third parties apply:

(1) before the liability effective date, to:

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

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

(2) on and after the liability effective date, to all third parties, but those provisions remain inapplicable to any obligation incurred while those provisions were inapplicable pursuant to Subparagraph (b) of Paragraph (1) of this subsection.

D. Until a limited partnership formed before January 1, 2008 elects to be governed by the Uniform Revised Limited Partnership Act, the limited partnership shall continue to be governed by the provisions of the Uniform Limited Partnership Act under which the limited partnership was formed as if that act had not been repealed, except that the limited partnership shall not be renewed unless so provided in the original agreement or in the manner provided in its partnership agreement or by law for amending the partnership agreement.

E. After January 1, [~~2009~~] 2010, the Uniform Revised Limited Partnership Act governs a foreign limited partnership formed at any time.

F. Certificates of limited partnership filed with a county clerk before July 1, 1993 may be refiled with the secretary of state. Such a refiling supersedes the filing in the county clerk's office. Such a refiling without compliance with the provisions of Paragraph (2) of Subsection A of this section is not an election to be subject to the Uniform Revised Limited Partnership Act. Certificates of limited partnership not refiled with the secretary of state shall remain valid until expiration or until cancellation pursuant to a certificate of cancellation filed with the county clerk."

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Section 5. Section 54-2A-1206 NMSA 1978 (being Laws 2007, Chapter 129, Section 1207) is amended to read:

"54-2A-1206. TRANSITION PROVISIONS.--Until January 1, ~~[2009]~~ 2010, the provisions of Sections 54-1A-105, 54-1A-303, 54-1A-304, 54-1A-704, 54-1A-805, 54-1A-901 through 54-1A-908, 54-2-3 through 54-2-5, 54-2-9 through 54-2-14, 54-2-49 through 54-2-56 and 54-2-62 NMSA 1978 as they existed on December 31, 2008, apply to:

A. a limited partnership formed on or after July 1, 2008;

~~[to]~~ B. a limited partnership formed before July 1, 2008 that elects pursuant to the provisions of Paragraph (2) of Subsection A of Section ~~[1204 of the Uniform Revised Limited Partnership Act]~~ 54-2A-1204 NMSA 1978 to be subject to ~~[that]~~ the Uniform Revised Limited Partnership Act; and

~~[to]~~ C. a foreign limited partnership formed at any time."

Section 6. Laws 2007, Chapter 129, Section 1208 is amended to read:

"Section 1208. EFFECTIVE DATES.--

A. Except as provided in Subsections B and C of this section, the effective date of the provisions of this act is January 1, 2008.

B. The effective date of the provisions of Sections 108, 109, 114 through 117, 201 through 210, 901, 902, 904 through 908 and 1101 through 1113 of this act is ~~[July 1, 2009]~~ January 1, 2010.

C. The effective date of the provisions of Section 903 of this act is July 1, 2007.""

3. Renumber the succeeding section accordingly.,
and thence referred to the **JUDICIARY COMMITTEE**.

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Respectfully submitted,

Debbie A. Rodella, Chair

Adopted _____
(Chief Clerk)

Not Adopted _____
(Chief Clerk)

Date _____

The roll call vote was 10 For 0 Against
Yes: 10
No: 0
Excused: Gardner, Taylor
Absent: None

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