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SENATE BILL 11

**49TH LEGISLATURE - STATE OF NEW MEXICO - FIRST SESSION, 2009**

INTRODUCED BY

Cisco McSorley

FOR THE

COURTS, CORRECTIONS AND JUSTICE COMMITTEE

AN ACT

RELATING TO BUSINESS; MAKING TECHNICAL AMENDMENTS TO THE  
UNIFORM REVISED LIMITED PARTNERSHIP ACT.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF NEW MEXICO:

Section 1. Section 54-2A-101 NMSA 1978 (being Laws 2007,  
Chapter 129, Section 101) is amended to read:

"54-2A-101. SHORT TITLE.--~~[This act]~~ Chapter 54, Article  
2A NMSA 1978 may be cited as the "Uniform Revised Limited  
Partnership Act"."

Section 2. Section 54-2A-108 NMSA 1978 (being Laws 2007,  
Chapter 129, Section 108) is amended to read:

"54-2A-108. NAME.--

A. The name of a limited partnership may contain  
the name of any partner. Because each partnership that is  
formed pursuant to the Uniform Revised Limited Partnership Act

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1 or that elects to be governed by that act shall be a limited  
2 liability limited partnership, the name of such a limited  
3 liability limited partnership shall contain the phrase "limited  
4 liability limited partnership" or the abbreviation "LLLP" or  
5 "L.L.L.P." and shall not contain the abbreviation "LP" or  
6 "L.P.".

7 B. Subject to the provisions of Subsection F of  
8 this section, the name of a foreign limited partnership that is  
9 not a limited liability limited partnership shall contain the  
10 phrase "limited partnership" or the abbreviation "L.P." or "LP"  
11 and shall not contain the phrase "limited liability limited  
12 partnership" or the abbreviation "LLLP" or "L.L.L.P."

13 C. Subject to the provisions of Subsection F of  
14 this section, the name of a foreign limited liability limited  
15 partnership shall contain the phrase "limited liability limited  
16 partnership" or the abbreviation "LLLP" or "L.L.L.P." and shall  
17 not contain the abbreviation "L.P." or "LP".

18 D. Unless authorized by Subsection E of this  
19 section, the name of a limited partnership [~~must~~] shall be  
20 distinguishable in the records of the secretary of state from:

21 (1) the name of each person other than an  
22 individual incorporated, organized or authorized to transact  
23 business in this state;

24 (2) each name reserved pursuant to Section  
25 [~~109 of the Uniform Revised Limited Partnership Act~~] 54-2A-109

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1 NMSA 1978 or Section 53-11-8 or 53-19-4 NMSA 1978; and

2 (3) each name registered pursuant to Section  
3 53-11-9 NMSA 1978.

4 E. A limited partnership may apply to the secretary  
5 of state for authorization to use a name that does not comply  
6 with Subsection D of this section. The secretary of state  
7 shall authorize use of the name applied for if, as to each  
8 conflicting name:

9 (1) the present user, registrant or owner of  
10 the conflicting name consents in a signed record to the use and  
11 submits an undertaking in a form satisfactory to the secretary  
12 of state to change the conflicting name to a name that complies  
13 with Subsection D of this section and is distinguishable in the  
14 records of the secretary of state from the name applied for;

15 (2) the applicant delivers to the secretary of  
16 state a certified copy of the final judgment of a court of  
17 competent jurisdiction establishing the applicant's right to  
18 use in this state the name applied for; or

19 (3) the applicant delivers to the secretary of  
20 state proof satisfactory to the secretary of state that the  
21 present user, registrant or owner of the conflicting name:

22 (a) has merged into the applicant;

23 (b) has been converted into the  
24 applicant; or

25 (c) has transferred substantially all of

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1 its assets, including the conflicting name, to the applicant.

2 F. Subject to Section [~~905 of the Uniform Revised~~  
3 ~~Limited Partnership Act~~] 54-2A-905 NMSA 1978, this section  
4 applies to any foreign limited partnership transacting business  
5 in this state, having a certificate of authority to transact  
6 business in this state or applying for a certificate of  
7 authority."

8 Section 3. Section 54-2A-902 NMSA 1978 (being Laws 2007,  
9 Chapter 129, Section 902) is amended to read:

10 "54-2A-902. APPLICATION FOR CERTIFICATE OF  
11 AUTHORITY.--

12 A. Before transacting business in New Mexico, a  
13 foreign limited partnership must have a certificate of  
14 authority to transact business in New Mexico. A foreign  
15 limited partnership may apply for a certificate of authority to  
16 transact business in this state by delivering an application to  
17 the secretary of state for filing. The application must state:

18 (1) the name of the foreign limited  
19 partnership and, if the name does not comply with Section [~~108~~  
20 ~~of the Uniform Revised Limited Partnership Act~~] 54-2A-108 NMSA  
21 1978, an alternate name adopted pursuant to Subsection A of  
22 Section [~~905 of the Uniform Revised Limited Partnership Act~~]  
23 54-2A-905 NMSA 1978;

24 (2) the name of the state or other  
25 jurisdiction under whose law the foreign limited partnership is

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1 organized;

2 (3) any identification number issued to the  
3 foreign limited partnership by the foreign official; "foreign  
4 official" means the secretary of state or other official having  
5 custody of the foreign limited partnership's publicly filed  
6 records in the state or other jurisdiction under whose law the  
7 foreign limited partnership is organized;

8 (4) the street and mailing address of the  
9 foreign limited partnership's principal office and, if the laws  
10 of the jurisdiction under which the foreign limited partnership  
11 is organized require the foreign limited partnership to  
12 maintain an office in that jurisdiction, the street and mailing  
13 address of the required office;

14 (5) the name and street and mailing address of  
15 the foreign limited partnership's initial agent for service of  
16 process in this state;

17 (6) the name and street and mailing address of  
18 each of the foreign limited partnership's general partners; and

19 (7) whether the foreign limited partnership is  
20 a foreign limited liability limited partnership.

21 B. A foreign limited partnership shall deliver with  
22 the completed application:

23 (1) a certificate of existence or a record of  
24 similar import signed by the foreign official; and

25 (2) if the foreign official is located outside

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1 of the United States of America, a certified copy of the  
2 limited partnership certificate or a record of similar import  
3 showing that it was filed with the foreign official.

4 C. A certificate or a certified copy described in  
5 Subsection B of this section is a part of the application for  
6 all purposes. It shall be revised or corrected as required by  
7 Section [~~906 of the Uniform Revised Limited Partnership Act~~]  
8 54-2A-906 NMSA 1978. If it does not use the English language  
9 and Arabic numbers, it shall be accompanied by a certified  
10 translation. A certification or a certification of a copy or a  
11 translation shall be dated within thirty days of its  
12 presentation to the secretary of state for filing. A  
13 certificate shall state the information listed in Subsection A  
14 of Section [~~209 of the Uniform Revised Limited Partnership Act~~]  
15 54-2A-209 NMSA 1978 or information of similar import."

16 Section 4. EFFECTIVE DATE.--The effective date of the  
17 provisions of this act is July 1, 2009.

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