

LEGISLATURE OF NEBRASKA

ONE HUNDREDTH LEGISLATURE

SECOND SESSION

LEGISLATIVE BILL 383

FINAL READING

Introduced by Pahls, 31

Read first time January 16, 2007

Committee: Banking, Commerce and Insurance

A BILL

1 FOR AN ACT relating to partnerships; to amend sections 67-236,  
2 67-240, 67-241, 67-281, 67-283, and 67-415, Reissue  
3 Revised Statutes of Nebraska, and sections 67-454,  
4 67-456, and 67-458, Revised Statutes Cumulative  
5 Supplement, 2006; to modify provisions relating to  
6 the address of the agent for partnerships under the  
7 Nebraska Uniform Limited Partnership Act and the Uniform  
8 Partnership Act of 1998; to harmonize provisions; and to  
9 repeal the original sections.

10 Be it enacted by the people of the State of Nebraska,

1           Section 1. Section 67-236, Reissue Revised Statutes of  
2 Nebraska, is amended to read:

3           67-236 (a) Each limited partnership shall have and  
4 maintain in this state:

5           (1) An office which may but need not be a place of its  
6 business in this state; and

7           (2) An agent for service of process on the limited  
8 partnership, which agent must be an individual resident of this  
9 state, a domestic corporation, a foreign corporation authorized to  
10 do business in this state, a domestic limited liability company, or  
11 a foreign limited liability company authorized to do business in  
12 this state.

13           (b) The agent for service of process may change his,  
14 her, or its street address and post office box number, if any, to  
15 another street address and post office box number, if any, in this  
16 state by paying a fee as set forth in section 67-293 and filing  
17 with the Secretary of State a certificate, executed by the agent,  
18 setting forth the names of the limited partnerships represented by  
19 the agent, the street address and post office box number, if any,  
20 at which the agent has maintained his, her, or its office as agent  
21 for each of such limited partnerships, and the new street address  
22 and post office box number, if any, to which the office will  
23 be changed on a given day, at which new street address and post  
24 office box number, if any, the agent will thereafter maintain his,  
25 her, or its office as agent for each of the limited partnerships

1 recited in the certificate. Upon the filing of the certificate,  
2 the Secretary of State shall furnish to the agent a copy of the  
3 same, and thereafter or until further change of street address or  
4 post office box number, if any, as authorized by law, the office  
5 in this state of the agent for service of process for each of the  
6 limited partnerships recited in the certificate shall be located  
7 at the new street address and post office box number, if any.  
8 Filing of the certificate shall be deemed to be an amendment of  
9 the certificate of limited partnership of each limited partnership  
10 affected thereby, and each such limited partnership shall not be  
11 required to take any further action to amend its certificate of  
12 limited partnership. Any agent filing a certificate under this  
13 section shall promptly, upon the filing, deliver a copy of such  
14 certificate to each limited partnership affected thereby.

15 (c) The agent of one or more limited partnerships may  
16 resign and appoint a successor agent by paying a fee as set forth  
17 in section 67-293 and filing a certificate with the Secretary of  
18 State, stating that the agent is resigning and the name and street  
19 address and post office box number, if any, of the successor agent.  
20 There shall be attached to such certificate a statement executed  
21 by each affected limited partnership ratifying and approving such  
22 change of agent. Upon such filing, the successor agent shall  
23 become the agent of such limited partnerships as have ratified and  
24 approved such substitution and the successor agent's address, as  
25 stated in such certificate, shall become the address of each such

1 limited partnership's office in this state. The Secretary of State  
2 shall furnish to the successor agent a copy of the certificate  
3 of resignation. Filing of the certificate of resignation shall be  
4 deemed to be an amendment of the certificate of limited partnership  
5 of each limited partnership affected thereby, and each such limited  
6 partnership shall not be required to take any further action to  
7 amend its certificate of limited partnership.

8 (d) The agent of one or more limited partnerships may  
9 resign without appointing a successor agent by paying a fee as  
10 set forth in section 67-293 and filing a certificate with the  
11 Secretary of State stating that the agent is resigning as agent for  
12 the limited partnerships identified in the certificate, but such  
13 resignation shall not become effective until one hundred twenty  
14 days after the certificate is filed. There shall be attached to the  
15 certificate an affidavit of the agent, if an individual, or of the  
16 president, a vice president, or the secretary, if a corporation,  
17 or of the manager or a member, if a limited liability company,  
18 that, at least thirty days prior to the date of filing of the  
19 certificate, notice of the resignation of the agent was sent by  
20 certified or registered mail to each limited partnership for which  
21 the agent is resigning as agent at the principal office thereof  
22 within or outside this state if known to such agent or, if not,  
23 to the last-known address of the attorney or other individual at  
24 whose request the agent was appointed for such limited partnership.  
25 After receipt of the notice of the resignation of its agent, the

1 limited partnership for which the agent was acting shall obtain  
2 and designate a new agent to take the place of the agent so  
3 resigning. If the limited partnership fails to obtain and designate  
4 a new agent prior to the expiration of the period of one hundred  
5 twenty days after the filing of the certificate of resignation,  
6 the certificate of such limited partnership shall be deemed to be  
7 canceled.

8           Sec. 2. Section 67-240, Reissue Revised Statutes of  
9 Nebraska, is amended to read:

10           67-240 (a) In order to form a limited partnership, all  
11 persons who initially will be the general partners shall execute a  
12 certificate of limited partnership. The certificate shall be filed  
13 in the office of the Secretary of State and set forth:

14           (1) The name of the limited partnership;

15           (2) The address of its office and the name and street  
16 address and post office box number, if any, of the agent for  
17 service of process required to be maintained by section 67-236;

18           (3) The name and the business, residence, or mailing  
19 address of each general partner; and

20           (4) Any other matters the partners determine to include  
21 therein.

22           (b) A limited partnership is formed at the time of the  
23 filing of the certificate of limited partnership in the office  
24 of the Secretary of State or at any later time specified in the  
25 certificate of limited partnership if, in either case, there has

1 been substantial compliance with the requirements of this section.

2           Sec. 3. Section 67-241, Reissue Revised Statutes of  
3 Nebraska, is amended to read:

4           67-241 (a) A certificate of limited partnership is  
5 amended by filing a certificate of amendment thereto in the  
6 office of the Secretary of State. The certificate of amendment  
7 shall be executed by any person who will be a general partner upon  
8 the effective date of the certificate of amendment and shall set  
9 forth:

10                   (1) The name of the limited partnership;

11                   (2) The date of filing the certificate; and

12                   (3) The amendment to the certificate.

13           (b) Within ninety days after the happening of any of  
14 the following events, an amendment to a certificate of limited  
15 partnership reflecting the occurrence of the event or events shall  
16 be filed by any person who will be a general partner upon the  
17 effective date of the certificate of amendment and by each other  
18 general partner designated in the certificate of amendment as a new  
19 general partner:

20                   (1) The admission of a new general partner;

21                   (2) A general partner ceases to be a general partner as  
22 provided in section 67-255; or

23                   (3) A change in the name of the limited partnership, a  
24 change in the address of its registered office, or a change in the  
25 name or street address or post office box number, if any, of the

1 registered agent for service of process required to be maintained  
2 by section 67-236 which is not reflected in a certificate filed  
3 pursuant to section 67-236.

4 (c) A general partner who becomes aware that any  
5 statement in a certificate of limited partnership was false  
6 when made or that any matter described has changed, making  
7 the certificate false in any respect, shall promptly amend the  
8 certificate.

9 (d) A certificate of limited partnership may be amended  
10 at any time for any other proper purpose the general partners  
11 determine.

12 (e) No person has any liability because an amendment to  
13 a certificate of limited partnership has not been filed to reflect  
14 the occurrence of any event referred to in subsection (b) of this  
15 section if the amendment is filed within the ninety-day period  
16 specified in subsection (b) of this section.

17 (f) A certificate of amendment shall be effective at the  
18 time of its filing with the Secretary of State or at any later  
19 time specified in the certificate of amendment if, in either case,  
20 there has been substantial compliance with the requirements of this  
21 section.

22 (g) A restated certificate of limited partnership may  
23 be executed and filed in the same manner as a certificate of  
24 amendment.

25 (h) If after the dissolution of a limited partnership but

1 prior to the filing of a certificate of cancellation as provided in  
2 section 67-242:

3 (1) A certificate of limited partnership has been amended  
4 to reflect the withdrawal of all general partners of a limited  
5 partnership, the certificate of limited partnership shall be  
6 amended to set forth the name and the business, residence, or  
7 mailing address of each person winding up the limited partnership  
8 affairs, each of whom shall execute and file such certificate of  
9 amendment, and each of whom shall not be subject to liability as a  
10 general partner by reason of such amendment; or

11 (2) A person shown on a certificate of limited  
12 partnership as a general partner is not winding up the limited  
13 partnership's affairs, the certificate of limited partnership  
14 shall be amended to add the name and the business, residence, or  
15 mailing address of each person winding up the limited partnership's  
16 affairs, each of whom shall execute and file such certificate of  
17 amendment, and each of whom shall not be subject to liability as a  
18 general partner by reason of such amendment.

19 Sec. 4. Section 67-281, Reissue Revised Statutes of  
20 Nebraska, is amended to read:

21 67-281 (a) Before transacting business in this state, a  
22 foreign limited partnership shall register with the Secretary of  
23 State. In order to register, a foreign limited partnership shall  
24 submit to the Secretary of State, in duplicate, an application for  
25 registration as a foreign limited partnership, signed and sworn to

1 by a general partner and setting forth:

2 (1) The name of the foreign limited partnership and,  
3 if different, the name under which it proposes to register and  
4 transact business in this state;

5 (2) The state or country and date of its formation;

6 (3) A statement that the Secretary of State is appointed  
7 the agent of the foreign limited partnership for service of  
8 process if no agent has been appointed under subdivision (4) of  
9 this subsection, if an agent has been appointed but the agent's  
10 authority has been revoked, or if an agent has been appointed  
11 but cannot be found or served with the exercise of reasonable  
12 diligence;

13 (4) The name and street address and post office box  
14 number, if any, of any agent for service of process on the foreign  
15 limited partnership whom the foreign limited partnership elects to  
16 appoint. The agent must be an individual resident of this state,  
17 a domestic corporation, a foreign corporation having a place of  
18 business in and authorized to do business in this state, a domestic  
19 limited liability company, or a foreign limited liability company  
20 having a place of business in and authorized to do business in this  
21 state;

22 (5) The address of the office required to be maintained  
23 in the state or country of its organization by the laws of that  
24 state or country or, if not so required, of the principal office of  
25 the foreign limited partnership; and

1           (6) The name and business, residence, or mailing address  
2 of each of the general partners.

3           (b) A foreign limited partnership or a partnership,  
4 limited liability company, or corporation formed or organized under  
5 the laws of any foreign country or other foreign jurisdiction or  
6 the laws of any state other than this state shall not be deemed to  
7 be doing business in this state solely by reason of its being a  
8 partner in a domestic limited partnership.

9           Sec. 5. Section 67-283, Reissue Revised Statutes of  
10 Nebraska, is amended to read:

11           67-283 (a) A foreign limited partnership may register  
12 with the Secretary of State under any name, whether or not it  
13 is the name under which it is registered in its state or country  
14 of organization, that includes the words limited partnership or  
15 limited or the abbreviations L.P. or Ltd. and that could be  
16 registered by a domestic limited partnership. A foreign limited  
17 partnership may register under any name which is deceptively  
18 similar to, upon the records in the office of the Secretary of  
19 State, the name of any domestic or foreign corporation, limited  
20 liability company, or limited partnership reserved, registered,  
21 or organized under the laws of this state with the consent  
22 of the other corporation, limited liability company, or limited  
23 partnership or with the transfer of such name by the other  
24 corporation, limited liability company, or limited partnership,  
25 which written consent or transfer shall be filed with the Secretary

1 of State.

2 (b) Each foreign limited partnership shall have and  
3 maintain in this state an agent for service of process on the  
4 limited partnership, which agent may be either an individual  
5 resident of this state, a domestic corporation, a foreign  
6 corporation authorized to do business in this state, a domestic  
7 limited liability company, or a foreign limited liability company  
8 authorized to do business in this state. The appointment of the  
9 Secretary of State as agent for service of process pursuant to  
10 subdivision (a)(3) of section 67-281 shall not relieve a foreign  
11 limited partnership from its obligations pursuant to this section  
12 or from the consequences of failure to discharge its obligations  
13 under this section.

14 (c) An agent may change his, her, or its street address  
15 and post office box number, if any, for service of process to  
16 another street address and post office box number, if any, in  
17 this state by paying a fee as set forth in section 67-293 and  
18 filing with the Secretary of State a certificate, executed by the  
19 agent, setting forth the names of the foreign limited partnerships  
20 represented by the agent, the street address and post office box  
21 number, if any, at which such agent has maintained his, her, or  
22 its office as agent for each of such foreign limited partnerships,  
23 and the new street address and post office box number, if any,  
24 to which his, her, or its office will be changed on a given day,  
25 at which new street address and post office box number, if any,

1 the agent will thereafter maintain his, her, or its office as  
2 agent for each of the foreign limited partnerships recited in the  
3 certificate. Upon the filing of the certificate, the Secretary of  
4 State shall furnish to the agent a copy of the same, and thereafter  
5 or until further change of street address or post office box  
6 number, if any, as authorized by law, the office of the agent in  
7 this state for each of the foreign limited partnerships recited  
8 in the certificate shall be located at the new street address and  
9 post office box number, if any. Filing of the certificate shall  
10 be deemed to be an amendment of the registration of each foreign  
11 limited partnership affected thereby, and each such foreign limited  
12 partnership shall not be required to take any further action  
13 to amend its registration. Any agent filing a certificate under  
14 this section shall promptly, upon filing, deliver a copy of such  
15 certificate to each foreign limited partnership affected thereby.

16 (d) The agent of one or more foreign limited partnerships  
17 may resign and appoint a successor agent by paying a fee as  
18 set forth in section 67-293 and filing a certificate with the  
19 Secretary of State, stating that the agent is resigning and the  
20 name and street address and post office box number, if any, of  
21 the successor agent. There shall be attached to such certificate  
22 a statement executed by each affected foreign limited partnership  
23 ratifying and approving such change of agent. Upon such filing,  
24 the successor agent shall become the agent of such foreign limited  
25 partnerships as have ratified and approved such substitution. The

1 Secretary of State shall furnish to the successor agent a copy  
2 of the certificate of resignation. Filing of the certificate of  
3 resignation shall be deemed to be an amendment of the registration  
4 of each foreign limited partnership affected thereby, and each  
5 such foreign limited partnership shall not be required to take any  
6 further action to amend its registration.

7 (e) The agent of one or more foreign limited partnerships  
8 may resign without appointing a successor agent by paying a fee  
9 as set forth in section 67-293 and filing a certificate with the  
10 Secretary of State stating that the agent is resigning as agent  
11 for the foreign limited partnerships identified in the certificate,  
12 but such resignation shall not become effective until one hundred  
13 twenty days after the certificate is filed. There shall be attached  
14 to such certificate an affidavit of such agent, if an individual,  
15 or of the president, a vice president, or the secretary, if a  
16 corporation, or of the manager or a member, if a limited liability  
17 company, that, at least thirty days prior to the date of filing  
18 of the certificate, notice of the resignation of such agent was  
19 sent, by certified or registered mail, to each foreign limited  
20 partnership for which such agent is resigning as agent, at the  
21 principal office thereof within or outside this state if known to  
22 such agent or, if not, to the last-known address of the attorney  
23 or other individual at whose request such agent was appointed for  
24 such foreign limited partnership. After receipt of the notice of  
25 the resignation of its agent, the foreign limited partnership for

1 which such agent was acting shall obtain and designate a new agent  
2 to take the place of the agent so resigning. If such foreign  
3 limited partnership fails to obtain and designate a new agent prior  
4 to the expiration of the period of one hundred twenty days after  
5 the filing of the certificate of resignation, such foreign limited  
6 partnership shall not be permitted to do business in this state and  
7 its registration shall be deemed to be canceled.

8           Sec. 6. Section 67-415, Reissue Revised Statutes of  
9 Nebraska, is amended to read:

10           67-415 (1) A partnership may file a statement of  
11 partnership authority, which:

12           (a) Must include:

13           (i) The name of the partnership;

14           (ii) The street address of its chief executive office and  
15 of one office in this state, if there is one;

16           (iii) The names and mailing addresses of all of the  
17 partners or the name and street address and post office box number,  
18 if any, of an agent appointed and maintained by the partnership for  
19 the purpose of subsection (2) of this section; and

20           (iv) The names of the partners authorized to execute  
21 an instrument transferring real property held in the name of the  
22 partnership; and

23           (b) May state the authority, or limitations on the  
24 authority, of some or all of the partners to enter into other  
25 transactions on behalf of the partnership and any other matter.

1           (2) If a statement of partnership authority names an  
2 agent, the agent shall maintain a list of the names and mailing  
3 addresses of all of the partners and make it available to any  
4 person on request for good cause shown.

5           (3) If a filed statement of partnership authority is  
6 executed pursuant to subsection (3) of section 67-406 and states  
7 the name of the partnership but does not contain all of the  
8 other information required by subsection (1) of this section, the  
9 statement nevertheless operates with respect to a person not a  
10 partner as provided in subsections (4) and (5) of this section.

11           (4) Except as otherwise provided in subsection (7)  
12 of this section, a filed statement of partnership authority  
13 supplements the authority of a partner to enter into transactions  
14 on behalf of the partnership as follows:

15           (a) Except for transfers of real property, a grant of  
16 authority contained in a filed statement of partnership authority  
17 is conclusive in favor of a person who gives value without  
18 knowledge to the contrary, so long as and to the extent that  
19 a limitation on that authority is not then contained in another  
20 filed statement. A filed cancellation of a limitation on authority  
21 revives the previous grant of authority; and

22           (b) A grant of authority to transfer real property held  
23 in the name of the partnership contained in a certified copy of  
24 a filed statement of partnership authority recorded in the office  
25 of the register of deeds is conclusive in favor of a person who

1 gives value without knowledge to the contrary, so long as and to  
2 the extent that a certified copy of a filed statement containing a  
3 limitation on that authority is not then of record in the office  
4 of the register of deeds. The recording in the office of the  
5 register of deeds of a certified copy of a filed cancellation of a  
6 limitation on authority revives the previous grant of authority.

7 (5) A person not a partner is deemed to know of a  
8 limitation on the authority of a partner to transfer real property  
9 held in the name of the partnership if a certified copy of the  
10 filed statement containing the limitation on authority is of record  
11 in the office of the register of deeds.

12 (6) Except as otherwise provided in subsections (4) and  
13 (5) of this section and sections 67-437 and 67-443, a person not  
14 a partner is not deemed to know of a limitation on the authority  
15 of a partner merely because the limitation is contained in a filed  
16 statement.

17 (7) Unless earlier canceled, a filed statement of  
18 partnership authority is canceled by operation of law five years  
19 after the date on which the statement, or the most recent  
20 amendment, was filed with the Secretary of State.

21 Sec. 7. Section 67-454, Revised Statutes Cumulative  
22 Supplement, 2006, is amended to read:

23 67-454 (1) A partnership may become a limited liability  
24 partnership pursuant to this section.

25 (2) The terms and conditions on which a partnership

1 becomes a limited liability partnership must be approved by the  
2 vote necessary to amend the partnership agreement except, in  
3 the case of a partnership agreement that expressly considers  
4 obligations to contribute to the partnership, the vote necessary to  
5 amend those provisions.

6 (3) After the approval required by subsection (2) of this  
7 section, a partnership may become a limited liability partnership  
8 by filing a statement of qualification with the Secretary of State.  
9 The statement must contain:

10 (a) The name of the partnership;

11 (b) The street address of the partnership's chief  
12 executive office and, if different, the street address of an office  
13 in this state, if any;

14 (c) If the partnership does not have an office in this  
15 state, the name and street address and post office box number, if  
16 any, of the partnership's agent for service of process;

17 (d) A statement that the partnership elects to be a  
18 limited liability partnership; and

19 (e) A deferred effective date, if any.

20 (4) The agent of a limited liability partnership for  
21 service of process must be an individual who is a resident of this  
22 state or other person authorized to do business in this state.

23 (5) The status of a partnership as a limited liability  
24 partnership is effective on the later of the filing of the  
25 statement or a date specified in the statement. The status remains

1 effective, regardless of changes in the partnership, until it is  
2 canceled pursuant to subsection (4) of section 67-406 or revoked  
3 pursuant to section 67-456.

4 (6) The status of a partnership as a limited liability  
5 partnership and the liability of its partners is not affected by  
6 errors or later changes in the information required to be contained  
7 in the statement of qualification under subsection (3) of this  
8 section.

9 (7) The filing of a statement of qualification  
10 establishes that a partnership has satisfied all conditions  
11 precedent to the qualification of the partnership as a limited  
12 liability partnership.

13 (8) An amendment or cancellation of a statement of  
14 qualification is effective when it is filed or on a deferred  
15 effective date specified in the amendment or cancellation.

16 (9) Any limited liability partnership engaging in the  
17 practice of law in this state shall file with the Secretary of  
18 State, along with its statement of qualification, a certificate of  
19 authority issued by the Nebraska Supreme Court. In addition, such  
20 certificate of authority shall be renewed annually and filed by the  
21 limited liability partnership with its annual report required by  
22 section 67-456.

23 Sec. 8. Section 67-456, Revised Statutes Cumulative  
24 Supplement, 2006, is amended to read:

25 67-456 (1) A limited liability partnership, and a foreign

1 limited liability partnership authorized to transact business in  
2 this state, shall file an annual report in the office of the  
3 Secretary of State which contains:

4 (a) The name of the limited liability partnership and the  
5 state or other jurisdiction under whose laws the foreign limited  
6 liability partnership is formed;

7 (b) The street address of the partnership's chief  
8 executive office and, if different, the street address of an office  
9 of the partnership in this state, if any; and

10 (c) If the partnership does not have an office in this  
11 state, the name and street address and post office box number, if  
12 any, of the partnership's current agent for service of process.

13 (2) Any limited liability partnership, or foreign limited  
14 liability partnership authorized to transact business in this  
15 state, engaging in the practice of law in this state shall file  
16 with its annual report a current certificate of authority from the  
17 Nebraska Supreme Court.

18 (3) An annual report and certificate of authority, if  
19 applicable, must be filed between January 1 and April 1 of each  
20 year following the calendar year in which a partnership files  
21 a statement of qualification or a foreign partnership becomes  
22 authorized to transact business in this state.

23 (4) The Secretary of State may revoke the statement of  
24 qualification of a partnership that fails to file an annual report  
25 and certificate of authority, if applicable, when due or pay the

1 required filing fee provided in section 67-462. To do so, the  
2 Secretary of State shall provide the partnership at least sixty  
3 days' written notice of intent to revoke the statement. The notice  
4 must be mailed to the partnership at its chief executive office  
5 set forth in the last filed statement of qualification or annual  
6 report. The notice must specify the annual report or certificate  
7 of authority, if applicable, that has not been filed, the fee that  
8 has not been paid, and the effective date of the revocation. The  
9 revocation is not effective if the annual report and certificate of  
10 authority, if applicable, is filed and the fee is paid before the  
11 effective date of the revocation.

12 (5) A revocation under subsection (4) of this section  
13 only affects a partnership's status as a limited liability  
14 partnership and is not an event of dissolution of the partnership.

15 (6) A partnership whose statement of qualification has  
16 been revoked may apply to the Secretary of State for reinstatement  
17 within two years after the effective date of the revocation. The  
18 application must state:

19 (a) The name of the partnership and the effective date of  
20 the revocation; and

21 (b) That the ground for revocation either did not exist  
22 or has been corrected.

23 (7) A reinstatement under subsection (6) of this section  
24 relates back to and takes effect as of the effective date of the  
25 revocation, and the partnership's status as a limited liability

1 partnership continues as if the revocation had never occurred.

2           Sec. 9. Section 67-458, Revised Statutes Cumulative  
3 Supplement, 2006, is amended to read:

4           67-458 (1) Before transacting business in this state,  
5 a foreign limited liability partnership must file a statement of  
6 foreign qualification. The statement must contain:

7           (a) The name of the foreign limited liability partnership  
8 which (i) satisfies the requirements of the state or other  
9 jurisdiction under whose law it is formed, (ii) ends with  
10 "registered limited liability partnership", "limited liability  
11 partnership", "R.L.L.P.", "RLLP", "L.L.P.", "LLP", or similar words  
12 or abbreviations as required by the jurisdiction under whose law it  
13 is formed, and (iii) complies with the requirements of a domestic  
14 limited liability partnership as provided in subdivisions (1)(b)  
15 and (c) and subsection (2) of section 67-455;

16           (b) The street address of the partnership's chief  
17 executive office and, if different, the street address of an office  
18 of the partnership in this state, if any;

19           (c) If there is no office of the partnership in this  
20 state, the name and street address and post office box number, if  
21 any, of the partnership's agent for service of process; and

22           (d) A deferred effective date, if any.

23           (2) The agent of a foreign limited liability partnership  
24 for service of process must be an individual who is a resident of  
25 this state or other person authorized to do business in this state.

1           (3) The status of a partnership as a foreign limited  
2 liability partnership is effective on the later of the filing of  
3 the statement of foreign qualification or a date specified in the  
4 statement. The status remains effective, regardless of changes in  
5 the partnership, until it is canceled pursuant to subsection (4) of  
6 section 67-406 or revoked pursuant to section 67-456.

7           (4) An amendment or cancellation of a statement of  
8 foreign qualification is effective when it is filed or on a  
9 deferred effective date specified in the amendment or cancellation.

10          (5) Any foreign limited liability partnership engaged in  
11 the practice of law in this state shall file with the Secretary  
12 of State, along with its statement of foreign qualification, a  
13 certificate of authority issued by the Nebraska Supreme Court. In  
14 addition, such certificate of authority shall be renewed annually  
15 and filed by the foreign limited liability partnership with its  
16 annual report required by section 67-456.

17          Sec. 10. Original sections 67-236, 67-240, 67-241,  
18 67-281, 67-283, and 67-415, Reissue Revised Statutes of Nebraska,  
19 and sections 67-454, 67-456, and 67-458, Revised Statutes  
20 Cumulative Supplement, 2006, are repealed.