

ACT 241

S.B. NO. 1079

A Bill for an Act Relating to Limited Liability Partnerships.

Be It Enacted by the Legislature of the State of Hawaii:

SECTION 1. Section 425-151, Hawaii Revised Statutes, is amended to read as follows:

“~~[§425-151]~~ **Name.** The name of a limited liability partnership shall ~~end with~~ contain “Registered Limited Liability Partnership”~~;~~ or “Limited Liability Partnership”, or the abbreviation “R.L.L.P.”, “L.L.P.”, “RLLP”, or “LLP”.”

SECTION 2. Section 425-154, Hawaii Revised Statutes, is amended to read as follows:

“~~[§425-154]~~ ~~Amendment of~~ **Correcting, amending and restating, amending, and restating the statement of qualification~~;~~; voluntary cancellation.** (a) If any statement in the statement of qualification was false when made, or any arrangement of other facts described have changed, making the statement inaccurate in any material respect, the limited liability partnership, within thirty days after it becomes aware of the inaccuracy, shall file with the director ~~[a statement]~~ articles of correction certified and signed by a partner, correcting the statement of qualification. The articles of correction shall:

- (1) Describe the document including its file date or attach a copy of the document to the articles;

- (2) Specify the incorrect statement and the reason it is incorrect or the manner in which the execution was defective; and
- (3) Correct the incorrect statement or defective execution.

Articles of correction are effective on the effective date of the document they correct, except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, articles of correction are effective when filed. No person shall have any liability resulting from a failure to file [an amendment] articles of correction to a statement of qualification pursuant to this subsection.

(b) A statement of qualification may be amended and restated at any time for any proper purpose determined by the partners. The amended and restated statement of qualification shall set forth:

- (1) All of the operative provisions of the statement of qualification as previously amended; and
- (2) A statement that the amended and restated statement of qualification supersedes the original statement of qualification and all amendments thereto.

The amended and restated statement of qualification shall be delivered to the director for filing. The director may certify the amended and restated statement of qualification as the statement of qualification currently in effect, without including the information required to be filed by paragraph (b)(2).

(c) A statement of qualification shall be amended by delivering a statement of amendment of limited liability partnership to the director for filing. The statement of amendment shall set forth:

- (1) The name of the limited liability partnership;
- (2) The date on which the limited liability partnership's statement of qualification was filed; and
- (3) The amendment to the statement of qualification.

(d) A restated statement of qualification may be executed and filed in the same manner as a statement of amendment. The restated statement of qualification shall set forth all of the operative provisions of the statement of qualification as previously amended[-], together with a statement that the restated statement of qualification correctly sets forth without change the corresponding provisions of the statement of qualification as previously amended, and that the restated statement of qualification supersedes the original statement of qualification and all amendments thereto. The director may certify the restated statement of qualification currently in effect, without including the information required to be set forth in the restatement by this subsection.

(e) ~~An [amendment to a] amended, restated, or amended and restated statement of qualification [or restated statement of qualification]~~ shall be effective when filed.

(f) A limited liability partnership validly created under this chapter may voluntarily cancel its limited liability status in an amendment to a statement of qualification."

SECTION 3. Section 425-155, Hawaii Revised Statutes, is amended by amending subsection (b) to read as follows:

"(b) Status as a limited liability partnership shall continue, regardless of changes in the partnership, until canceled pursuant to section 425-14 [or], revoked pursuant to []section[] 425-164[-], or voluntarily canceled pursuant to section 425-154. Cancellation of a statement of qualification [is] shall be effective upon filing."

SECTION 4. Section 425-156, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) Before transacting business in this State, a foreign limited liability partnership shall register pursuant to part I of this chapter [and], file a statement of foreign qualification with the director[-], and submit a certificate of good standing from the state in which the partnership was formed.”

SECTION 5. Section 425-158, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) A statement of foreign qualification shall contain:

- (1) The name of the foreign limited liability partnership, which name complies with:
 - (A) The law of the state or other jurisdiction under which the foreign limited liability partnership is formed; and
 - (B) Section [425-153;] 425-151;
- (2) The street address of the partnership’s chief executive office and, if different, the street address of an office of the partnership in this State, if any;
- (3) The name and street address of the partnership’s agent for service of process; [and]
- (4) The total number of partners on the date the statement is filed[-]; and
- (5) A statement that the partnership elects to be a foreign limited liability partnership.”

SECTION 6. Section 425-159, Hawaii Revised Statutes, is amended to read as follows:

“[§425-159]—Amendment of Correcting, amending, restating, and amending and restating the statement of foreign qualification[-]; voluntary cancellation. ~~[(a)]~~ If any statement in the statement of foreign qualification was false when made or any arrangement of other facts described have changed making the statement inaccurate in any material respect, the foreign limited liability partnership, within thirty days after it becomes aware of the inaccuracy, shall file with the director a statement, certified and signed by a partner, correcting the statement of foreign qualification. No person shall have any liability resulting from a failure to file an amendment to a restatement of foreign qualification pursuant to this subsection:

~~(b) A statement of foreign qualification may be amended at any time for any purpose determined by the partners.~~

~~(c) A statement of foreign qualification shall be amended by delivering a statement of amendment of foreign limited liability partnership to the director for filing. The statement shall set forth:~~

- ~~(1) The name of the foreign limited liability partnership;~~
- ~~(2) The date on which the foreign limited liability partnership and statement of foreign qualification was filed; and~~
- ~~(3) The amendment to the statement of foreign qualification.~~

~~(d) A restated statement of foreign qualification may be executed and filed in the same manner as a statement of amendment. The restated statement shall set forth all of the operative provisions of the statement as amended.~~

~~(e) The amendment to a statement of foreign qualification or restated statement of foreign qualification shall be effective when filed.]~~ (a) A foreign limited liability partnership shall correct, amend, restate, and amend and restate the statement of qualification in the same manner prescribed for domestic limited liability partnerships in section 425-154.

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(b) A foreign limited liability partnership validly elected under this chapter may voluntarily cancel its limited liability status in an amendment to a statement of qualification.”

SECTION 7. Statutory material to be repealed is bracketed and stricken. New statutory material is underscored.

SECTION 8. This Act shall take effect on July 1, 2001.

(Approved June 13, 2001.)