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SENATE BILL NO. 461

Offered January 13, 2010

Prefiled January 13, 2010

A BILL to amend and reenact §§ 12.1-19.1, 12.1-43, 50-73.1, 50-73.4, 50-73.5, 50-73.8, 50-73.11, 50-73.12, 50-73.15, 50-73.54, 50-73.77, and 50-73.83 of the Code of Virginia, relating to partnerships; principal office, registered agent, and penalty for signing false documents.

Patron—McEachin

Referred to Committee on Commerce and Labor

Be it enacted by the General Assembly of Virginia:

1. That §§ 12.1-19.1, 12.1-43, 50-73.1, 50-73.4, 50-73.5, 50-73.8, 50-73.11, 50-73.12, 50-73.15, 50-73.54, 50-73.77, and 50-73.83 of the Code of Virginia are amended and reenacted as follows:

§ 12.1-19.1. Service of process on the clerk of the State Corporation Commission as statutory agent.

A. Whenever by statute the clerk of the Commission is appointed or deemed to have been appointed the agent of any individual, corporation, limited partnership or other entity for the purpose of service of any process, notice, order or demand, except one issued by the Commission, service on the clerk shall be made by leaving two copies of the process for each defendant, together with the fee or fees specified in subsection G of this section, in the office of the clerk of the Commission. The party seeking service shall recite the statute or other authority pursuant to which process is being served and shall include the mailing address of the defendant in accordance with subsection D or subsection F of this section.

B. The clerk or any of his staff shall forthwith mail the process to the defendant at the address supplied by the party seeking service and shall keep a record thereof. The clerk shall file a certificate of compliance with the requirements of this section with the other papers in the proceeding giving rise to the service.

C. Any process, notice, order or demand issued by the Commission shall be served by being mailed by the clerk of the Commission or any of his staff to (i) the registered agent at his office address on record with the Commission or, if no such agent or address is on record with the Commission, then (ii) the defendant at the address specified in subsection D or provided pursuant to subsection F of this section. The clerk shall keep a record of any such service.

D. The address for the mailing of process pursuant to this section shall be the address on record with the Commission, as follows:

1. The principal office address of a domestic corporation, or, if no such address is on record with the Commission, the address of any officer or director of the corporation.

2. The principal office address of a foreign corporation authorized to transact business in Virginia, or, if no such address is on record with the Commission, the address of any officer or director of the corporation, or, in case of withdrawal from ~~this~~ *the* Commonwealth, the address shown in the application for withdrawal or any change thereto.

3. The ~~specified~~ *principal* office address of a limited partnership on record with the Commission pursuant to the Virginia Revised Uniform Limited Partnership Act (§ 50-73.1 et seq.), or, if no such address is on record with the Commission, the address of any general partner or the address listed in a foreign limited partnership's certificate of cancellation or any change thereto.

4. If the defendant is an individual or entity other than one specified in subdivision 1, 2, or 3 of this subsection, the address set forth in any document on record with the Commission which is required or permitted to be filed by or on behalf of the defendant.

E. Except as provided in subsection F of this section, the names and addresses as last filed with the Commission pursuant to law shall be conclusive for the purpose of service of process.

F. Whenever the party or bureau or division of the Commission seeking service has knowledge of a defendant's current address which differs from that on record with the Commission he may, and, in the event the Commission does not have a record of the defendant's address he shall, provide the latest known mailing address of the defendant.

G. The clerk of the Commission shall charge and collect at the time of any service of process on him as statutory agent, thirty dollars for each defendant named in the process, which amount may be recovered as taxable costs by the party to the proceeding giving rise to such service if such party prevails in the proceeding.

§ 12.1-43. Tax assessments, registration fee assessments, report forms, and correspondence mailed by Commission deemed delivered.

Tax assessments, registration fee assessments, report forms, and correspondence directed to a

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59 corporation, limited liability company, limited partnership, registered limited liability partnership or
60 business trust and mailed by the Commission by first-class mail addressed to the registered agent of the
61 corporation, limited liability company, limited partnership, registered limited liability partnership or
62 business trust at its registered office shall be deemed to have been delivered to the entity.

63 If the corporation, limited liability company, limited partnership, registered limited liability
64 partnership or business trust has no registered agent, such mailing shall be deemed to have been
65 delivered to the entity when mailed by the Commission by first-class mail addressed to the entity at its
66 principal or specified office address, as the case may be, or when mailed or delivered in person to any
67 director, the president, vice-president, secretary or any equivalent officer of the corporation, any member
68 or manager of the limited liability company, any general partner of the limited partnership or registered
69 limited liability partnership, or any trustee of the business trust. The names and addresses of such
70 persons and the principal and specified office addresses on record with the Commission shall be
71 conclusive for the purposes of this section.

72 § 50-73.1. Definitions.

73 As used in this chapter, unless the context otherwise requires:

74 "Certificate of limited partnership" means the certificate referred to in § 50-73.11, and the certificate
75 as amended or restated.

76 "Commission" means the State Corporation Commission.

77 "Contribution" means any cash, property, services rendered, or a promissory note or other binding
78 obligation to contribute cash or property or to perform services, which a partner contributes to a limited
79 partnership in his capacity as a partner.

80 "Domestic business trust" has the same meaning as specified in § 13.1-1201.

81 "Domestic corporation" has the same meaning as specified in § 13.1-603.

82 "Domestic limited liability company" has the same meaning as specified in § 13.1-1002.

83 "Domestic partnership" means an association of two or more persons to carry on as co-owners a
84 business for profit formed under § 50-73.88, or predecessor law of ~~this~~ the Commonwealth, and
85 includes, for all purposes of the laws of ~~this~~ the Commonwealth, a registered limited liability
86 partnership.

87 "Event of withdrawal of a general partner" means an event that causes a person to cease to be a
88 general partner as provided in § 50-73.28.

89 "Foreign business trust" has the same meaning as specified in § 13.1-1201.

90 "Foreign corporation" has the same meaning as specified in § 13.1-603.

91 "Foreign limited liability company" has the same meaning as specified in § 13.1-1002.

92 "Foreign limited partnership" means a partnership formed under the laws of any state or jurisdiction
93 other than ~~this~~ the Commonwealth and having as partners one or more general partners and one or more
94 limited partners.

95 "Foreign partnership" means an association of two or more persons to carry on as co-owners of a
96 business for profit formed under the laws of any state or jurisdiction other than ~~this~~ the Commonwealth,
97 and includes, for all purposes of the laws of ~~this~~ the Commonwealth, a foreign registered limited
98 liability partnership.

99 "Foreign registered limited liability partnership" has the same meaning as specified in § 50-73.79.

100 "General partner" means a person who has been admitted to a limited partnership as a general partner
101 in accordance with the partnership agreement and named in the certificate of limited partnership as a
102 general partner.

103 "Limited partner" means a person who has been admitted to a limited partnership as a limited partner
104 in accordance with the partnership agreement.

105 "Limited partnership" and "domestic limited partnership" mean a partnership formed by two or more
106 persons under the laws of ~~this~~ the Commonwealth and having one or more general partners and one or
107 more limited partners.

108 "Liquidating trustee" means a person, other than a general partner, but including a limited partner,
109 who carries out the winding up of a limited partnership as provided in this chapter.

110 "Partner" means a limited or general partner.

111 "Partnership agreement" means any valid agreement, written or oral, of the partners as to the affairs
112 of a limited partnership and the conduct of its business.

113 "Partnership interest" means a partner's share of the profits and losses of a limited partnership and
114 the right to receive distributions of partnership assets.

115 "Person" means an individual, partnership, limited partnership (domestic or foreign), trust, estate,
116 association, corporation or any other legal or commercial entity.

117 "Principal office" means the office, in or out of the Commonwealth, where the principal executive
118 offices of a domestic or foreign *limited* partnership or a *registered limited liability partnership* are
119 located. *Any reference to a specified office contained in the records of the Commission as of July 1,*
120 *2010, shall be deemed, in all instances, to be a reference to the principal office of a domestic or foreign*

limited partnership.

"Registered limited liability partnership" means a limited partnership or general partnership formed under the laws of the Commonwealth that is registered under § 50-73.132.

"State" means a state, territory, or possession of the United States, the District of Columbia, or the Commonwealth of Puerto Rico.

§ 50-73.4. Principal office, registered office, and registered agent.

A. Each domestic limited partnership and each foreign limited partnership registered to transact business in the Commonwealth shall continuously maintain:

1. A ~~specified~~ principal office, which shall be a place of its business and which may but need not be within the Commonwealth, at which shall be kept the records required to be maintained ~~by~~ pursuant to § 50-73.8;

2. A registered office in the Commonwealth that may be the same as any of its places of business; and

3. A registered agent, who shall be either:

a. An individual who is a resident of the Commonwealth and is either (i) a general partner of the limited partnership, (ii) an officer or director of a corporate general partner of the limited partnership, (iii) a general partner of a *general or limited partnership that is a* general partner of the limited partnership, (iv) a member or manager of a limited liability company that is a general partner of the limited partnership, (v) a trustee of a trust that is a general partner of the limited partnership, or (vi) a member of the Virginia State Bar and whose business office is identical with the registered office; or

b. A domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in the Commonwealth, the business office of which is identical with the registered office; provided such a registered agent (i) shall not be its own registered agent and (ii) shall designate by instrument in writing, acknowledged before a notary public, one or more natural persons at the office of the registered agent upon whom any process, notice or demand may be served and shall continuously maintain at least one such person at that office. Whenever any such person accepts service, a photographic copy of such instrument shall be attached to the return.

B. The sole duty of the registered agent is to forward to the limited partnership or foreign limited partnership at its last known address any process, notice or demand that is served on the registered agent.

§ 50-73.5. Change of registered office or registered agent.

A. A limited partnership or a foreign limited partnership registered to transact business in the Commonwealth may change its registered office or registered agent, or both, upon filing with the Commission a statement of change on a form prescribed and furnished by the Commission that sets forth:

1. The name of the domestic or foreign limited partnership;

2. The address of its current registered office;

3. If the current registered office is to be changed, the post office address, ~~with~~ including the street and number, if any, of the new registered office, and the name of the city or county in which it is to be located;

4. The name of its current registered agent;

5. If the current registered agent is to be changed, the name of the new registered agent; and

6. That after the change or changes are made, the ~~limited partnership~~ domestic or foreign limited partnership will be in compliance with the requirements of § 50-73.4.

B. A statement of change shall forthwith be filed with the Commission by a ~~limited partnership~~ domestic or foreign limited partnership registered to transact business in the Commonwealth whenever its registered agent dies, resigns or ceases to satisfy the requirements of § 50-73.4.

C. Except as provided in subsection D, a statement of change shall be executed on behalf of a domestic or foreign limited partnership by a general partner or a liquidating trustee or, if there are no general partners or liquidating trustees, by a limited partner.

D. If A domestic or foreign limited partnership's registered agent may sign a statement as required above if (i) the business address of a the registered agent changes to another place post office address within the Commonwealth, or (ii) the name of a the registered agent changes, or (iii) a has been legally changed. A domestic or foreign limited partnership's new registered agent may sign and submit for filing a statement as required above if (a) the former registered agent merges is a business entity that has been merged into the new registered agent, (b) the instrument of merger is on record in the office of the clerk of the Commission, and (c) the new registered agent is an entity that is qualified to serve as a registered agent pursuant to § 50-73.4. In either instance, the registered agent or surviving entity shall forthwith file a statement as required above except that it need be signed, either manually or in facsimile, only by the registered agent or the surviving entity and must, which shall recite that a copy of the statement has been shall be mailed to the principal office address of the domestic or foreign limited

182 partnership on whose behalf it is to be or before the business day following the day on which the
183 statement is filed at its specified office.

184 § 50-73.8. Records to be kept.

185 A. Each limited partnership shall keep at the specified its principal office required to be maintained
186 by § 50-73.4 the following:

187 1. A current list of the full name and last known business address of each partner, separately
188 identifying the general partners in alphabetical order and the limited partners in alphabetical order;

189 2. A copy of the certificate of limited partnership and all certificates of amendment thereto, together
190 with executed copies of any powers of attorney pursuant to which any certificate has been executed;

191 3. Copies of the limited partnership's federal, state and local income tax returns and reports, if any,
192 for the three most recent years;

193 4. Copies of any then-effective written partnership agreements and of any financial statements of the
194 limited partnership for the three most recent years; and

195 5. Unless contained in a written partnership agreement, a writing setting out:

196 a. The amount of cash and a description and statement of the agreed value of the other property or
197 services contributed by each partner and which each partner has agreed to contribute;

198 b. The times at which or events on the happening of which any additional contributions agreed to be
199 made by each partner are to be made;

200 c. Any right of a partner to receive, or of a general partner to make, distributions to a partner which
201 include a return of all or any part of the partner's contribution; and

202 d. Any events upon the happening of which the limited partnership is to be dissolved and its affairs
203 wound up.

204 B. Records kept under this section are subject to inspection and copying at the reasonable request,
205 and at the expense, of any partner during ordinary business hours.

206 § 50-73.11. Certificate of limited partnership.

207 A. In order to form a limited partnership, a certificate of limited partnership shall be executed and
208 filed with the Commission and shall set forth:

209 1. The name of the limited partnership that satisfies the requirements of § 50-73.2;

210 2. The post office address, with including the street and number, if any, of the limited partnership's
211 initial registered office, the name of the city or county in which it is located, the name of its initial
212 registered agent at that office, and that the agent is either (i) an individual who is a resident of Virginia
213 and either a general partner of the limited partnership, an officer or director of a corporate general
214 partner of the limited partnership, a general partner of a general partner of the limited partnership, a
215 member or manager of a limited liability company that is a general partner of the limited partnership, a
216 trustee of a trust that is a general partner of the limited partnership, or a member of the Virginia State
217 Bar or (ii) a domestic or foreign stock or nonstock corporation, limited liability company or registered
218 limited liability partnership authorized to transact business in the Commonwealth;

219 3. The name and the post office address, with including the street and number, if any, of each
220 general partner and, if a general partner is a business entity, the jurisdiction under whose law it is
221 incorporated, organized, or formed and, if the general partner is of record with the Commission, the
222 identification number issued by the Commission to such general partner; and

223 4. The post office address, with including the street and number, if any, of the specified principal
224 office of the limited partnership, which may be the same as the registered office but need not be within
225 the Commonwealth.

226 B. The certificate of limited partnership may set forth any other matter that the general partners
227 determine to include therein.

228 C. A limited partnership is formed at the time of the filing of the certificate of limited partnership
229 with the Commission unless a later date and time are specified in the certificate of limited partnership as
230 provided by § 50-73.17 if, in either case, there has been substantial compliance with the requirements of
231 this section.

232 § 50-73.12. Amendment of certificate.

233 A. A certificate of limited partnership is amended by filing with the Commission a certificate of
234 amendment setting forth:

235 1. The name of the limited partnership;

236 2. The date of filing of the initial certificate of limited partnership; and

237 3. The amendment to the certificate.

238 B. Within 30 days after the happening of any of the following events, an amendment to a certificate
239 of limited partnership reflecting the occurrence of the event or events shall be filed:

240 1. The admission of a new general partner;

241 2. The withdrawal of a general partner;

242 3. The continuation of the business under § 50-73.49 after an event of withdrawal of a general
243 partner;

4. A change in the name of the limited partnership or the address of the ~~specified~~ *principal* office; or
 5. One or more liquidating trustees commence the winding up of the affairs of the limited partnership, in which event the certificate of amendment shall include the name and the business, residence or mailing address of each liquidating trustee.

C. A general partner who becomes aware that any material statement in a certificate of limited partnership was false when made or that any arrangements or other facts described have changed, making the certificate inaccurate in any material respect, shall promptly amend the certificate.

D. A certificate of limited partnership may be amended at any time for any other proper purpose the general partners determine.

E. An amendment to a certificate of limited partnership may delete the name of the initial registered agent ~~and or~~ the address of the initial registered office if a statement of change described in § 50-73.5 is on file with the Commission.

F. If an amendment to a certificate of limited partnership is filed in compliance with subsection B of this section, no person shall be subject to liability because the amendment was not filed earlier.

G. A restated certificate of limited partnership may be executed and filed in the same manner as a certificate of amendment.

H. A liquidating trustee shall not be subject to liability as a general partner by reason of the execution and filing of a certificate of amendment required by this section.

I. Upon the effective date and time of a certificate of amendment as provided by § 50-73.17, the certificate of limited partnership shall be amended as set forth therein.

§ 50-73.15. Execution of documents; penalty.

A. Certificates and articles required or permitted by this chapter to be filed with the Commission by a limited partnership shall be executed in the following manner:

1. An initial certificate of limited partnership and an amended and restated certificate of limited partnership pursuant to § 50-73.77 shall be signed by all general partners;

2. A certificate of amendment shall be signed (i) by at least one general partner and by each other general partner designated in the certificate as a new general partner or (ii) after the dissolution of a limited partnership but before the filing of a certificate of cancellation, if all general partners have withdrawn or if the general partners named in the certificate of limited partnership are not winding up the affairs of the limited partnership, by each liquidating trustee;

3. A certificate of cancellation shall be signed by all general partners, or, if the general partners are not winding up the affairs of the limited partnership, then by all liquidating trustees or a majority of the limited partners; and

4. ~~The articles~~ *Articles* of merger shall be signed by at least one general partner.

B. Every person executing a document required or permitted by this chapter to be filed with the Commission shall sign it and set forth beneath or opposite his signature his name and the capacity in which he ~~executes the document~~ *signs*. A signature on any document filed under this chapter may be a facsimile. Any person may sign a certificate by an attorney-in-fact.

C. ~~The execution of a certificate or statement by a general partner constitutes an affirmation under the penalties of perjury that the facts stated therein are true. It shall be unlawful for any person to sign a document he knows is false in any material respect with intent that the document be delivered to the Commission for filing. Any person who violates the provisions of this subsection shall be guilty of a Class 1 misdemeanor.~~

D. The acknowledgment before July 1, 1981, of a certificate or amended certificate of limited partnership, not false or misleading in any material respect, shall be deemed substantial compliance in good faith with any requirement that the certificate or amended certificate be signed or sworn to. The provisions of this subsection shall not apply to any litigation, pending or decided, on or before the effective date hereof.

§ 50-73.54. Application for certificate of registration.

A. A foreign limited partnership may apply to the Commission for a certificate of registration to transact business in the Commonwealth. The application shall be made on a form prescribed and furnished by the Commission, executed by a general partner and setting forth:

1. The name of the foreign limited partnership and, if the limited partnership is prevented by § 50-73.56 from using its own name in the Commonwealth, a designated name that satisfies the requirements of § 50-73.56;

2. The name of the state or other jurisdiction under whose law it is formed, the date of its formation, and if the limited partnership was previously authorized or registered to transact business in the Commonwealth as a foreign corporation, limited liability company, business trust, limited partnership, or registered limited liability partnership, with respect to every such prior authorization or registration, (i) the name of the entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization or formation; and (iv) the entity identification number issued to it by the Commission;

3. The address of the proposed registered office of the foreign limited partnership in the Commonwealth, including both (i) the post office address ~~with~~, *including* the street and number, if any, and (ii) the name of the city or county in which it is located and the name of its proposed registered agent in the Commonwealth at such address and that the registered agent is either (a) an individual who is a resident of Virginia and either a general partner of the limited partnership, an officer or director of a corporate general partner of the limited partnership, a general partner of a general partner of the limited partnership, a member or manager of a limited liability company that is a general partner of the limited partnership, a trustee of a trust that is a general partner of the limited partnership, or a member of the Virginia State Bar or (b) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in the Commonwealth;

4. A statement that the Clerk of the Commission is irrevocably appointed the agent of the foreign limited partnership for service of process if the foreign limited partnership fails to maintain a registered agent in the Commonwealth as required by § 50-73.4, the registered agent's authority has been revoked, the registered agent has resigned or the registered agent cannot be found or served with the exercise of reasonable diligence;

5. ~~The post office address, with the street and number, if any, of the foreign limited partnership's principal office;~~

6. The name and post office address, ~~with~~ *including* the street and number, if any, of each general partner and, if a general partner is a business entity, the jurisdiction under whose law the general partner is incorporated, organized, or formed, and, if it is of record with the Commission, the identification number issued by the Commission to such general partner; and

7. ~~The post office address, with including the street and number, if any, of the specified office of the foreign limited partnership partnership's principal office, at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to maintain those records until the foreign limited partnership's registration in the Commonwealth is canceled or withdrawn.~~

B. The foreign limited partnership shall deliver with the completed application a copy of its certificate of limited partnership or, if there is no such certificate, a copy of the partnership agreement and all amendments thereto filed in the foreign limited partnership's state or other jurisdiction of formation, duly authenticated by the secretary of state or other official having custody of the limited partnership records in the state or other jurisdiction under whose law it is formed.

C. If the Commission finds that the application complies with the requirements of law and that all required fees have been paid, it shall issue a certificate of registration to transact business in the Commonwealth.

§ 50-73.77. Transition and savings provisions.

A. The repeal of Chapter 2 (§ 50-44 et seq.) of this title shall not impair the continued existence of a limited partnership formed prior to January 1, 1987.

B. The provisions of this chapter requiring limited partnerships formed under the laws of ~~this the~~ Commonwealth (i) to file a certificate of limited partnership under § 50-73.11, (ii) to maintain a ~~specified principal~~ office, registered office, and registered agent as required by § 50-73.4, (iii) to keep certain partnership records at its ~~specified principal~~ office as required by § 50-73.8, and (iv) to adopt a name ~~which that~~ complies with the requirements of § 50-73.2, shall not apply to limited partnerships formed prior to January 1, 1987, under the laws of ~~this the~~ Commonwealth until the first to occur of (i) the voluntary filing of a certificate under subsection C of this section or (ii) such time as the limited partnership would have been required to file an amendment to its certificate pursuant to § 50-67 as it existed prior to its repeal.

C. At the time a limited partnership formed prior to January 1, 1987, under the laws of this Commonwealth voluntarily elects to file a certificate under this subsection or is required to file a certificate under this subsection pursuant to the provisions of subsection B of this section, the limited partnership shall file an amended and restated certificate of limited partnership (i) in which it shall adopt a name meeting the requirements of § 50-73.2 and (ii) which shall contain (a) the information required by § 50-73.11, (b) the name under which its certificate of limited partnership, or any amendment thereto, was last filed under the Virginia Uniform Limited Partnership Act (§ 50-44 et seq.) as it existed prior to its repeal, and (c) the counties or cities in which its certificate of limited partnership, or any amendments thereto, had last been filed in the clerk's office of such jurisdictions pursuant to the provisions of the Virginia Uniform Limited Partnership Act as it existed prior to its repeal. Within 30 days of such filing with the Commission, the limited partnership shall forward a copy of the amended and restated certificate of limited partnership, certified by the clerk of the Commission, to the clerk's office or offices shown in the amended and restated certificate as being the clerk's office or offices in which its certificate of limited partnership, or any amendment thereto, had last been filed pursuant to the provisions of the Virginia Uniform Limited Partnership Act as it existed prior to its repeal, with the appropriate fee required for each such filing.

D. The failure to file an amended and restated certificate in compliance with subsection C of this section shall not impair the continued existence of a limited partnership formed prior to January 1, 1987, or the rights and liabilities of the parties in such a limited partnership set forth in § 50-66 as it existed prior to repeal, but the general partners of such a limited partnership shall be liable for any false statements in the limited partnership's certificate of limited partnership as provided in § 50-73.18.

E. The provisions of § 50-73.7 permitting service of process on a limited partnership's registered agent or the Clerk of the Commission shall not apply to a limited partnership formed under the laws of this the Commonwealth prior to January 1, 1987, until such time as the limited partnership files an amended and restated certificate of limited partnership pursuant to subsection C of this section.

F. At the time a limited partnership formed before January 1, 1987, that has not previously filed a certificate of limited partnership under § 50-73.11, would have been required to cancel its certificate pursuant to § 50-67 as it existed before its repeal, the limited partnership shall file with the Commission an amended and restated certificate of limited partnership as described in subsection C of this section and a certificate of cancellation as described in § 50-73.52:4.

§ 50-73.83. Execution, filing, and recording of statements; refunds; penalty.

A. A statement may be filed with the Commission. A duly authenticated copy of a statement that is filed in an office in another state may be filed with the Commission. Either filing has the effect provided in this chapter with respect to partnership property located in or transactions that occur in the Commonwealth.

B. A duly authenticated copy of a statement that has been filed with the Commission and recorded in the office for recording transfers of real property has the effect provided for recorded statements in this chapter. A recorded statement that is not a duly authenticated copy of a statement filed with the Commission does not have the effect provided for recorded statements in this chapter.

C. A statement filed by a partnership shall be executed by at least two partners, except as provided in subdivision A 1 of § 50-73.78. Other statements shall be executed by a partner or other person authorized by this chapter. The person executing a statement shall sign it and state beneath or opposite his signature his name and the capacity in which he executes the document. ~~An individual who executes a statement as, or on behalf of, a partner or other person named as a partner in a statement shall personally declare under penalty of perjury that the contents of the statement are accurate. Any person may execute a statement by an attorney-in-fact. It shall be unlawful for any person to sign a document he knows is false in any material respect with intent that the document be delivered to the Commission for filing, and any person who violates this provision shall be guilty of a Class 1 misdemeanor.~~

D. A person authorized by this chapter to file a statement may:

1. Amend or cancel the statement by filing an amendment or cancellation that names the partnership, states the identification number issued by the Commission to the partnership, identifies the statement, and states the substance of the amendment or cancellation; and

2. Renew a statement of partnership authority by filing during the 90-day period preceding the date of the statement's cancellation by operation of law, a renewal of a statement of partnership authority that names the partnership, states the identification number issued by the Commission to the partnership, states the partnership's desire to renew the statement of partnership authority, and states that all of the information set forth in the statement of partnership authority is true and correct as of the execution date of the renewal.

E. A person who files a statement pursuant to this section shall promptly send a copy of the statement to every nonfiling partner and to any other person named as a partner in the statement. Failure to send a copy of a statement to a partner or other person does not limit the effectiveness of the statement as to a person not a partner.

F. The fees paid into the state treasury under this section shall be set aside and paid into the special fund created under § 13.1-775.1, subject to that section. The Commission shall have the authority to certify to the Comptroller directing refund of any overpayment of a fee or of any fee collected for a document that is not accepted for filing, at any time within one year from the date of its payment. The Commission shall charge and collect the following fees:

1. The fee shall be \$100 for filing any one of the following:

- a. A statement of registration as a registered limited liability partnership; or
- b. A statement of registration as a foreign registered limited liability partnership.

2. The fee shall be \$50 for filing an annual continuation report pursuant to § 50-73.134.

3. The fee shall be \$25 for filing any one of the following:

- a. An amendment to a statement of registration as a registered limited liability partnership;
- b. An amendment to a statement of registration as a foreign registered limited liability partnership; or
- c. A statement of partnership authority or any other statement or an amendment thereto or cancellation thereof, or a renewal of a statement of partnership authority.

4. For issuing a certificate pursuant to § 50-73.150, the fee shall be \$6.

428 The court responsible for recording transfers of real property may collect a fee for recording a
429 statement.

430 G. The Commission may provide forms for statements and reports.

431 H. Any statement filed with the Commission under this chapter shall be typewritten or printed. The
432 typewritten or printed portion shall be in black. Photocopies, or other reproduced copies, of typewritten
433 or printed statements may be filed. In every case, information in the statement shall be legible and the
434 document shall be capable of being reformatted and reproduced in copies of archival quality. The
435 statement shall be in the English language. A partnership name need not be in English if written in
436 English letters or Arabic or Roman numerals. Any signature on a statement may be a facsimile.

437 I. The Commission may accept the electronic filing of any information required or permitted to be
438 filed under this chapter and may prescribe the methods of execution, recording, reproduction and
439 certification of electronically filed information pursuant to § 59.1-496.

440 J. A statement shall be effective at the time of the filing of the statement with the Commission as set
441 forth in this section unless the statement states that it shall become effective at a later time and date
442 specified in the statement. In that event, the statement shall become effective at the earlier of the time
443 and date so specified or 11:59 p.m. on the fifteenth day after the date on which the statement is filed
444 with the Commission.

445 K. Notwithstanding the terms of subsection J, any statement that has a delayed effective time and
446 date shall not become effective if, prior to the effective time and date, the parties to which the statement
447 relates file a written notice of abandonment with the Commission.