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## HOUSE BILL NO. 1792

Offered January 9, 2013

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A *BILL to amend and reenact §§ 50-73.11, 50-73.15, 50-73.52:5, 50-73.58, 50-73.58:1, 50-73.59, 50-73.67, 50-73.131, 50-73.132, 50-73.134, 50-73.135, and 50-73.136 of the Code of Virginia and to repeal § 50-73.68 of the Code of Virginia, relating to general and limited partnerships.*

Patron—Johnson

Referred to Committee on Commerce and Labor

**Be it enacted by the General Assembly of Virginia:**

1. That §§ 50-73.11, 50-73.15, 50-73.52:5, 50-73.58, 50-73.58:1, 50-73.59, 50-73.67, 50-73.131, 50-73.132, 50-73.134, 50-73.135, and 50-73.136 of the Code of Virginia are amended and reenacted as follows:

**§ 50-73.11. Certificate of limited partnership.**

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

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

2. The post office address, including the street and number, if any, of the limited partnership's initial registered office, the name of the city or county in which it is located, the name of its initial registered agent at that office, and that the agent is either (i) 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 *partnership or limited partnership that is 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 (ii) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in the Commonwealth;

3. The name and the post office address, 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 it is incorporated, organized, or formed and, if the general partner is of record with the Commission, the identification number issued by the Commission to such general partner; and

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

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

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

**§ 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 *or, if all general partners have withdrawn and all of the limited partners agree to continue the business of the limited partnership pursuant to subdivision A 3 of § 50-73.49, by all limited partners*, and by each ~~other~~ *general partner* person 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. 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

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59 Commission shall sign it and set forth beneath or opposite his signature his name and the capacity in  
60 which he signs. A signature on any document filed under this chapter may be a facsimile. Any person  
61 may sign a certificate by an attorney-in-fact.

62 C. It shall be unlawful for any person to sign a document he knows is false in any material respect  
63 with intent that the document be delivered to the Commission for filing. Any person who violates the  
64 provisions of this subsection shall be guilty of a Class 1 misdemeanor.

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

70 **§ 50-73.52:5. Automatic cancellation of limited partnership existence.**

71 A. *If Whether or not the notice described in subsection B of § 50-73.69 is mailed, if any limited*  
72 *partnership fails to pay its annual registration fee on or before December 31 of the year assessed, its*  
73 *existence shall be automatically canceled as of that day.*

74 B. If any limited partnership whose registered agent has filed with the Commission a statement of  
75 resignation pursuant to § 50-73.6 fails to file a statement of change pursuant to § 50-73.5 within 31 days  
76 after the date on which the statement of resignation was filed, the Commission shall mail notice to the  
77 limited partnership of impending cancellation of its existence. If the limited partnership fails to file the  
78 statement of change on or before the last day of the second month immediately following the month in  
79 which the impending cancellation notice was mailed, the existence of the limited partnership shall be  
80 automatically canceled as of that day.

81 C. The properties and affairs of a limited partnership whose existence has been canceled pursuant to  
82 this section shall pass automatically to its general partners as trustees in liquidation. The trustees shall  
83 then proceed to (i) collect the assets of the limited partnership; (ii) sell, convey, and dispose of such of  
84 its properties as are not to be distributed in kind to its partners; (iii) pay, satisfy, and discharge its  
85 liabilities and obligations; and (iv) do all other acts required to liquidate its business and affairs. After  
86 paying or adequately providing for the payment of all its obligations, the trustees shall distribute the  
87 remainder of its assets, either in cash or in kind, among its partners according to their respective rights  
88 and interests.

89 D. No partner or other agent of a limited partnership shall have any personal obligation for any  
90 liabilities of the limited partnership, whether such liabilities arise in contract, tort, or otherwise, solely by  
91 reason of the cancellation of the limited partnership's existence pursuant to this section.

92 **§ 50-73.58. Voluntary cancellation of certificate of registration.**

93 A. A foreign limited partnership registered to transact business in the Commonwealth may apply to  
94 the Commission for a certificate of cancellation to cancel its certificate of registration. The application  
95 shall be executed by a general partner or court-appointed fiduciary on a form prescribed and furnished  
96 by the Commission, which shall set forth:

97 1. The name of the foreign limited partnership and the name of the state or other jurisdiction under  
98 whose ~~jurisdiction law~~ *it is or was formed, and the identification number issued by the Commission to*  
99 *the limited partnership;*

100 2. ~~That If applicable, a statement that the foreign limited partnership is in existence and has not been~~  
101 ~~merged into or consolidated with another entity or converted into another type of entity or, if the foreign~~  
102 ~~limited partnership has been merged into or consolidated with another entity or converted into another~~  
103 ~~type of entity, that the application is signed on behalf of the foreign limited partnership by the surviving~~  
104 ~~or resulting entity was a party to a merger permitted by the laws of the state or other jurisdiction under~~  
105 ~~whose laws it was formed and that it was not the surviving entity of the merger;~~

106 3. That the foreign limited partnership is not transacting business in the Commonwealth and that it  
107 surrenders its registration to transact business in the Commonwealth;

108 4. That the foreign limited partnership revokes the authority of its registered agent to accept service  
109 on its behalf and appoints the clerk of the Commission as its agent for service of process in any  
110 proceeding based on a cause of action arising during the time it was authorized to transact business in  
111 the Commonwealth;

112 5. A mailing address to which the clerk of the Commission may mail a copy of any process served  
113 on him under subdivision 4; and

114 6. A commitment to notify the clerk of the Commission in the future of any change in the mailing  
115 address of the limited partnership.

116 B. If the Commission finds that the application complies with the requirements of law and all  
117 required fees have been paid, it shall issue a certificate of cancellation canceling the certificate of  
118 registration.

119 C. Before any foreign limited partnership registered to transact business in the Commonwealth  
120 cancels its existence, it shall file with the Commission an application for a certificate of cancellation.

Whether or not such application is filed, the cancellation of the existence of such foreign limited partnership shall not take away or impair any remedy available against such limited partnership for any right or claim existing or any liability incurred prior to such cancellation. Any such action or proceeding against such foreign limited partnership may be defended by such limited partnership in its name. The general partners and limited partners shall have power to take such action as shall be appropriate to protect such remedy, right, or claim. The right of a foreign limited partnership that has canceled its existence to institute and maintain in its name actions, suits, or proceedings in the courts of the Commonwealth shall be governed by the law of the state of its formation.

D. Service of process on the clerk of the Commission is service of process on a foreign limited partnership whose certificate of registration has been canceled pursuant to this section. Service upon the clerk shall be made in accordance with § 12.1-19.1, and service upon the foreign limited partnership may be made in any other manner permitted by law.

**§ 50-73.58:1. Automatic cancellation of certificate of registration.**

A. If *Whether or not the notice described in subsection B of § 50-73.69 is mailed, if any foreign limited partnership fails to pay its annual registration fee on or before December 31 of the year assessed, such foreign limited partnership shall automatically cease to be authorized to transact business in the Commonwealth and its certificate of registration shall be automatically canceled as of that day.*

B. If any foreign limited partnership whose registered agent has filed with the Commission a statement of resignation pursuant to § 50-73.6 fails to file a statement of change pursuant to § 50-73.5 within 31 days after the date on which the statement of resignation was filed, the Commission shall mail notice to the limited partnership of impending cancellation of its certificate of registration. If the limited partnership fails to file the statement of change as of the last day of the second month immediately following the month in which the impending cancellation notice was mailed, the certificate shall be automatically canceled as of that day.

C. *The automatic cancellation of a foreign limited partnership's certificate of registration constitutes the appointment of the clerk of the Commission as the foreign limited partnership's agent for service of process in any proceeding based on a cause of action arising during the time the foreign limited partnership was registered to transact business in the Commonwealth. Service of process on the clerk of the Commission under this subsection is service on the foreign limited partnership and shall be made on the clerk in accordance with § 12.1-19.1.*

D. *Cancellation of a foreign limited partnership's certificate of registration does not terminate the authority of the registered agent of the foreign limited partnership.*

**§ 50-73.59. Transaction of business without registration.**

A. A foreign limited partnership transacting business in the Commonwealth may not maintain any action, suit, or proceeding in any court of the Commonwealth until it has registered in the Commonwealth.

B. The successor to a foreign limited partnership that transacted business in the Commonwealth without registering in the Commonwealth and the assignee of a cause of action arising out of that business may not maintain a proceeding based on that cause of action in any court in the Commonwealth until the foreign limited partnership or its successor has registered in the Commonwealth.

C. The failure of a foreign limited partnership to register in the Commonwealth does not impair the validity of any contract or act of the foreign limited partnership or prevent the foreign limited partnership from defending any action, suit, or proceeding in any court of the Commonwealth.

D. A limited partner of a foreign limited partnership is not liable as a general partner of a foreign limited partnership solely by reason of having transacted business in the Commonwealth without registration.

E. *A Suits, actions, and proceedings may be initiated against a foreign limited partnership, by transacting that transacts business in the Commonwealth without a certificate of registration; appoints the Clerk of the Commission as its agent for service of process with respect to causes of action arising out of the transaction of business in the Commonwealth by serving process on any general partner or agent of the limited partnership doing such business, or, if none can be found, on the clerk of the Commission or on the limited partnership in any other manner permitted by law. If any foreign limited partnership transacts business in the Commonwealth without a certificate of registration, it shall by transacting such business be deemed to have thereby appointed the clerk of the Commission its agent for service of process. Service upon the clerk shall be made in accordance with § 12.1-19.1.*

**§ 50-73.67. Annual registration fees to be paid by domestic and foreign limited partnerships.**

~~Every~~ A. Each domestic limited partnership, and ~~every~~ each foreign limited partnership registered to transact business in the Commonwealth, shall pay into the state treasury on or before October 1 in each year after the calendar year in which it was formed or registered to transact business in the Commonwealth an annual registration fee of \$50.

182     *The annual registration fee shall be imposed irrespective of any specific license tax or other tax or*  
183 *fee imposed by law upon the limited partnership for the privilege of carrying on its business in the*  
184 *Commonwealth or upon its franchise, property, or receipts.*

185     *B. Each year, the Commission shall ascertain from its records each domestic limited partnership and*  
186 *each foreign limited partnership registered to transact business in the Commonwealth as of July 1 and,*  
187 *except as provided in subsection A, shall assess against each such limited partnership the annual*  
188 *registration fee herein imposed.*

189     *C. A statement of the assessment, when made, shall be forwarded by the clerk of the Commission to*  
190 *the Comptroller and to each domestic and foreign limited partnership.*

191     *D. Any domestic limited partnership that has ceased to exist in the Commonwealth because of the*  
192 *filing of a certificate of cancellation or any foreign limited partnership that has obtained a certificate of*  
193 *cancellation, effective on or before its annual registration fee due date pursuant to subsection A in any*  
194 *year, shall not be required to pay the annual registration fee for that year. Any domestic or foreign*  
195 *limited partnership that has merged, effective on or before its annual registration fee due date pursuant*  
196 *to subsection A in any year, into a surviving domestic or foreign corporation, limited liability company,*  
197 *business trust, limited partnership, or partnership that files with the Commission an authenticated copy*  
198 *of the instrument of merger on or before such date shall not be required to pay the annual registration*  
199 *fee for that year. Any foreign limited partnership that has converted, effective on or before its annual*  
200 *registration fee due date pursuant to subsection A in any year, to a different entity type that files with*  
201 *the Commission an authenticated copy of the instrument of entity conversion on or before such date*  
202 *shall not be required to pay the annual registration fee for that year. The Commission shall cancel the*  
203 *annual registration fee assessments specified in this subsection that remain unpaid.*

204     *E. Registration fee assessments that have been paid shall not be refunded.*

205     *F. The fees paid into the state treasury under this section and the fees collected under subsection B*  
206 *of § 50-73.17 shall be set aside and paid into the special fund created under § 13.1-775.1, and shall be*  
207 *used only by the Commission as it deems necessary to defray the costs of the Commission and of the*  
208 *office of the clerk of the Commission in supervising, implementing, administering and enforcing the*  
209 *provisions of this chapter. The projected excess of fees collected over the costs of administration and*  
210 *enforcement so incurred shall be paid into the general fund prior to the close of each fiscal year, based*  
211 *on the unexpended balance of the special fund at the end of the prior fiscal year. An adjustment of this*  
212 *transfer amount to reflect actual fees collected shall occur during the first quarter of the succeeding*  
213 *fiscal year.*

214     **§ 50-73.131. Statement of merger.**

215     *A. After a plan of merger is approved, the surviving partnership or limited partnership shall file with*  
216 *the Commission a statement of merger on behalf of the partnerships that have filed ~~statements~~ either a*  
217 *statement of partnership authority or a statement of registration as a registered limited liability*  
218 *partnership that have is not been canceled.*

219     *B. A statement of merger executed by each party to the merger shall contain:*

220         1. *The name of each partnership or limited partnership that is a party to the merger;*

221         2. *The name of the surviving entity into which the other partnerships or limited partnership were*  
222 *merged;*

223         3. *The identification number issued by the Commission to each partnership that has filed a statement*  
224 *of partnership authority that has not been canceled;*

225         4. *The street address of the surviving entity's principal office and of an office in this Commonwealth,*  
226 *if any; and*

227         5. *Whether the surviving entity is a partnership or a limited partnership.*

228     *C. Except as otherwise provided in subsection D, for the purposes of § 50-73.92, property of the*  
229 *surviving partnership or limited partnership which before the merger was held in the name of another*  
230 *party to the merger is property held in the name of the surviving entity upon filing a statement of*  
231 *merger.*

232     *D. For the purposes of § 50-73.92, real property of the surviving partnership or limited partnership*  
233 *which before the merger was held in the name of another party to the merger is property held in the*  
234 *name of the surviving entity upon recording a certified copy of the statement of merger in the office for*  
235 *recording transfers of that real property.*

236     *E. A filed and, if appropriate, recorded statement of merger, executed and declared to be accurate*  
237 *pursuant to subsection C of § 50-73.83, stating the name of a partnership or limited partnership that is a*  
238 *party to the merger in whose name property was held before the merger and the name of the surviving*  
239 *entity, but not containing all of the other information required by subsection B, operates with respect to*  
240 *the partnerships or limited partnerships named to the extent provided in subsections C and D.*

241     **§ 50-73.132. Registered limited liability partnerships.**

242     *A. To become a registered limited liability partnership, a partnership formed under the laws of the*  
243 *Commonwealth shall file with the Commission a statement of registration as a registered limited liability*

partnership stating:

1. The name of the partnership that satisfies the requirements of § 50-73.133;
2. If the partnership is of record with the Commission, the identification number issued by the Commission to the partnership;
3. The address, including the street and number, if any, of its principal office (which may, but need not be, located within the Commonwealth);
4. The post office address, including the street and number, if any, of its initial registered office, which in the case of a limited partnership formed pursuant to Chapter 2.1 (§ 50-73.1 et seq.) ~~of this title~~ shall be identical to the limited partnership's registered office address on record with the Commission;
5. The name of the city or county in which the registered office is located;
6. The name of its initial registered agent at that office, which in the case of a limited partnership formed pursuant to Chapter 2.1 (§ 50-73.1 et seq.) ~~of this title~~ shall be identical to the limited partnership's registered agent on record with the Commission, and that the agent is either (i) an individual who is a resident of Virginia and is either a general partner of the registered limited liability partnership, an officer or director of a corporate general partner of the registered limited liability partnership, a general partner of a *partnership or limited partnership that is a* general partner of the registered limited liability partnership, a member or manager of a limited liability company that is a general partner of the registered limited liability partnership, a trustee of a trust that is a general partner of the registered limited liability partnership, or a member of the Virginia State Bar or (ii) a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in this Commonwealth;
7. Any other matters that the partnership determines to include; and
8. The manner in which the registration was approved by the partners.

A partnership becomes a registered limited liability partnership at the time of the filing of the initial statement of registration with the Commission or at any later date or time specified in the statement of registration as provided in subsection J of § 50-73.83.

B. The Commission shall register as a registered limited liability partnership any partnership that submits a completed statement of registration with the required fee.

C. The registration of a partnership as a registered limited liability partnership shall be approved by the partners in the manner provided in the partnership's partnership agreement for amendments to the partnership agreement or, if no provision is made in the partnership agreement, by all of the partners.

D. A partnership that has registered shall continue to be a registered limited liability partnership until its registration is canceled pursuant to subsection C of § 50-73.134, subsection F of § 50-73.135, § 50-73.137, or 50-73.137:1.

E. A partnership that has been registered as a registered limited liability partnership under this chapter is, for all purposes, the same entity that existed before it registered.

**§ 50-73.134. Registered limited liability partnership annual continuation reports; automatic cancellation of registration; restoration of status.**

A. On or before July 1 of each year after the calendar year in which it became registered under § 50-73.132, each registered limited liability partnership and each foreign registered limited liability partnership authorized to transact business in this Commonwealth shall file an annual continuation report with the Commission setting forth the name of the partnership, the partnership's current principal office address and, if a foreign registered limited liability partnership, the jurisdiction in which it is registered as a registered limited liability partnership. If the report appears to be incomplete or inaccurate, the Commission shall return it for correction or explanation. Otherwise, it shall be deemed filed in the office of the clerk of the Commission. The report shall be made on forms furnished by the Commission and shall be forwarded by the clerk of the Commission, before June 1, to each registered limited liability partnership.

B. The information required shall be given as of the date of the execution of the report, and it shall be executed by a partner in the registered limited liability partnership or foreign registered limited liability partnership or, if a receiver or trustee has been appointed for the partnership, by the receiver or trustee on behalf of the registered limited liability partnership or foreign registered limited liability partnership. The report shall be accompanied by the fee prescribed in subdivision F 2 of § 50-73.83.

C. If any registered limited liability partnership or foreign registered limited liability partnership fails to pay the fee or file any report required by this section on or before September 1 of the year due, the Commission shall mail notice to the partnership of the impending cancellation of its registration. Whether or not such notice is mailed, if the partnership fails to file the report or pay the fee on or before November 1 of the year it is due, the registration of the partnership shall be automatically canceled and the partnership shall automatically cease to be a registered limited liability partnership or foreign registered limited liability partnership as of November 1, but shall continue to be a partnership or limited partnership, as the case may be, under this title.

D. Any partnership formed under the laws of the Commonwealth that has ceased to be a registered limited liability partnership under subsection C shall not be considered to have dissolved as a result of ceasing to be a registered limited liability partnership.

E. A registered limited liability partnership or foreign registered limited liability partnership that has ceased to be a registered limited liability partnership or a foreign registered limited liability partnership under subsection C, subsection F of § 50-73.135, § 50-73.137, 50-73.137:1, or 50-73.139, as the case may be, may apply to the Commission to have its status as a registered limited liability partnership or foreign registered limited liability partnership restored within five years of the date on which its status was canceled. To have its status restored, a registered limited liability partnership or foreign registered limited liability partnership shall provide the Commission with the following:

1. An application for restoration signed by a partner of a partnership or a general partner of a limited partnership, as the case may be;

2. A restoration fee of \$100;

3. An annual continuation report and payment of the fee due upon filing the annual continuation report for the year in which restoration is sought, unless the report previously was filed;

4. All fees that were due before its status as a registered limited liability partnership or foreign registered limited liability partnership was canceled and that would have become due thereafter for the filing of its annual continuation reports if its status had not been canceled;

5. Any amendment to its statement of registration with the Commission as required by subsection D of § 50-73.136; and

6. If the registered limited liability partnership's or foreign registered limited liability partnership's registered agent has filed a certificate of resignation and a new registered agent has not been appointed, a certificate of change pursuant to § 50-73.135.

*F. The automatic cancellation of a foreign registered limited liability partnership's registration constitutes the appointment of the clerk of the Commission as the foreign registered limited liability partnership's agent for service of process in any proceeding based on a cause of action arising during the time the foreign registered limited liability partnership was registered to transact business in the Commonwealth. Service of process on the clerk of the Commission under this subsection is service on the foreign registered limited liability partnership and shall be made on the clerk in accordance with § 12.1-19.1.*

*G. Cancellation of a foreign registered limited liability partnership's registration does not terminate the authority of the registered agent of the foreign registered limited liability partnership.*

H. A registered limited liability partnership or foreign registered limited liability partnership that has ceased to be a registered limited liability partnership or foreign registered limited liability partnership under this section, subsection F of § 50-73.135, § 50-73.137, 50-73.137:1, or 50-73.139 that restores its status as a registered limited liability partnership or foreign registered limited liability partnership shall be deemed not to have lost its status as a registered limited liability partnership or foreign registered limited liability partnership under this article.

*G. I. The Commission shall not file with respect to any domestic or foreign registered limited liability partnership any statement referred to in this chapter until all annual continuation reports required to be filed with the Commission under this article have been filed.*

**§ 50-73.135. Registered office and registered agent.**

A. Each registered limited liability partnership and each foreign registered limited liability partnership registered pursuant to this article shall continuously maintain in this Commonwealth:

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

2. A registered agent who shall be either:

a. An individual who is a resident of this Commonwealth and is either (i) a general partner of the registered limited liability partnership, (ii) an officer or director of a corporate general partner of the registered limited liability partnership, (iii) a general partner of a *partnership or limited partnership that is a* general partner of the registered limited liability partnership, (iv) a member or manager of a limited liability company that is a general partner of the registered limited liability partnership, (v) a trustee of a trust that is a general partner of the registered limited liability 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 this 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 registered agent of a registered limited liability partnership or foreign registered limited liability partnership is the partnership's agent for service of process, notice, or demand required or

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

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

1. The name of the registered limited liability partnership or foreign registered limited liability partnership;

2. The address of its current registered office;

3. If the current address of its registered office is to be changed, the post-office address, including the street and number, if any, of the new registered office, and the name of the city or county in which it is 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 registered limited liability partnership or foreign registered limited liability partnership will be in compliance with the requirements of this section.

D. A certificate of change shall forthwith be filed with the Commission by a registered limited liability partnership or foreign registered limited liability partnership whenever its registered agent dies, resigns or ceases to satisfy the requirements of subsection A.

E. A registered limited liability partnership's or foreign registered limited liability partnership's registered agent may sign a certificate as required above if (i) the business address of the registered agent changes to another post office address within the Commonwealth or (ii) the name of the registered agent has been legally changed. A registered limited liability partnership's or foreign registered limited liability partnership's new registered agent may sign and submit for filing a certificate as required above if (a) the former registered agent 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 subsection A. In either instance, the registered agent or surviving entity shall forthwith file a certificate of change as required in subsection D, which shall recite that a copy of the certificate shall be mailed to the principal office of the registered limited liability partnership or foreign registered limited liability partnership on or before the business day following the day on which the certificate is filed.

F. A registered agent may resign the agency appointment by signing and filing with the Commission a certificate of resignation accompanied by a certification that the registered agent shall mail a copy thereof to the principal office of the registered limited liability partnership or foreign registered limited liability partnership by certified mail on or before the business day following the day on which the certificate is filed. The certificate of resignation may include a statement that the registered office is also discontinued. The agency appointment is terminated, and the registered office discontinued if so provided, on the thirty-first day after the date on which the certificate was filed. If any registered limited liability partnership or foreign registered limited liability partnership whose registered agent has filed with the Commission a certificate of resignation fails to file a certificate of change pursuant to subsection C within 31 days after the date on which the certificate of resignation was filed, the Commission shall mail notice to the registered limited liability partnership or foreign registered limited liability partnership of the impending cancellation of its status as a registered limited liability partnership. If the registered limited liability partnership or foreign registered limited liability partnership fails to file a certificate of change on or before the last day of the second month immediately following the month in which the impending cancellation notice was mailed, the registered limited liability partnership's or foreign registered limited liability partnership's status as a registered limited liability partnership shall be automatically canceled as of that day.

G. Whenever a registered limited liability partnership or a foreign registered limited liability partnership fails to appoint or maintain a registered agent in this Commonwealth or whenever its registered agent cannot with reasonable diligence be found at his address, the clerk of the Commission shall be the agent of the partnership upon whom service may be made in accordance with § 12.1-19.1.

H. This section does not prescribe the only means, or necessarily the required means, of serving a registered limited liability partnership or a foreign registered limited liability partnership.

**§ 50-73.136. Amendment of statement of registration; effect of statement of registration.**

A. Notwithstanding the provisions of subsection D or any other provision of this chapter, the status of a partnership as a registered limited liability partnership or a foreign registered limited liability partnership, and the liability of the partners thereof, shall not be affected by (i) errors in the information stated in the statement of registration, if the statement was filed in good faith, or (ii) changes after the filing of a statement of registration in the information stated in the statement.

428 B. A statement of registration or any amendment thereto may also serve as a statement of partnership  
429 authority under § 50-73.93, a statement of denial under § 50-73.94, a statement of dissociation under  
430 § 50-73.115, or a statement of dissolution under § 50-73.121 if (i) the title of the statement indicates  
431 each purpose for which it is filed and (ii) if the statement of registration otherwise meets the  
432 requirements of the particular other statement and, to the extent that it serves as such an other statement,  
433 it may be amended, canceled or limited, in accordance with §§ 50-73.93, 50-73.94, 50-73.115 and  
434 50-73.121, but any amendment, cancellation or limitation shall not affect the validity of the statement of  
435 registration of the partnership as a registered limited liability partnership, which may be amended only  
436 as provided in § 50-73.136 or canceled in accordance with § 50-73.137 or 50-73.139.

437 C. The filing of a statement of registration shall be conclusive as to third parties, and it shall be  
438 incontestable by third parties that all conditions precedent to registration as a registered limited liability  
439 partnership or foreign registered limited liability partnership have been met.

440 D. A statement of registration for a registered limited liability partnership or foreign limited liability  
441 partnership is amended by filing an amendment thereto with the Commission. The amendment shall set  
442 forth: the name of the registered limited liability partnership or foreign registered limited liability  
443 partnership, the date of filing of the initial statement of registration; in the case of a foreign registered  
444 limited liability partnership, the jurisdiction in which it is registered as a limited liability partnership;  
445 and the amendment to the statement of registration. An amendment to the statement of registration shall  
446 be filed by a registered limited liability partnership or foreign registered limited liability partnership not  
447 later than thirty days after (i) a change in the name of the partnership or (ii) the partnership has  
448 knowledge that a material statement in the statement of registration was false or inaccurate when made  
449 or that any facts described therein have changed, making the statement of registration inaccurate in any  
450 material respect. An amendment to the statement of registration may be filed for any other proper  
451 purpose. Unless otherwise provided in this chapter or in the amendment to the statement of registration,  
452 an amendment to a statement of registration shall be effective at the time of its filing with the  
453 Commission.

454 E. *Whenever a limited partnership that is registered as a registered limited liability partnership files*  
455 *a certificate of amendment to its certificate of limited partnership to change its name or the address of*  
456 *its principal office, or whenever a foreign limited partnership that is registered as a registered limited*  
457 *liability partnership files an amended application pursuant to subsection B of § 50-73.57 to amend its*  
458 *name or the address of its principal office in its application for registration as a foreign limited*  
459 *partnership, the domestic or foreign limited partnership's statement of registration as a registered*  
460 *limited liability partnership shall be deemed likewise amended.*

461 **2. That § 50-73.68 of the Code of Virginia is repealed.**