

42: 2A-4 et al

LEGISLATIVE HISTORY CHECKLIST

NJSA: 42: 2A-4 et al

(Uniform Limited Partnership Law amendments)

LAWS OF: 1984

CHAPTER: 245

Bill No: S1528

Sponsor(s): O'Connor and Cowan

Date Introduced: April 30, 1984

Committee: Assembly: /////

Senate: State Government, Federal & Interstate Relations & Veterans Affairs, Judiciary

Amended during passage: Yes Senate Committee Substitute (2nd) OCR enacted

Date of Passage: Assembly: January 3, 1985

Senate: December 17, 1984

Date of Approval: January 3, 1985

Following statements are attached if available:

Sponsor statement: Yes

Attached Senate amendments, adopted 12/6/84 (with statement)

Committee statement: Assembly No

Senate Yes

Fiscal Note: No

Veto Message: No

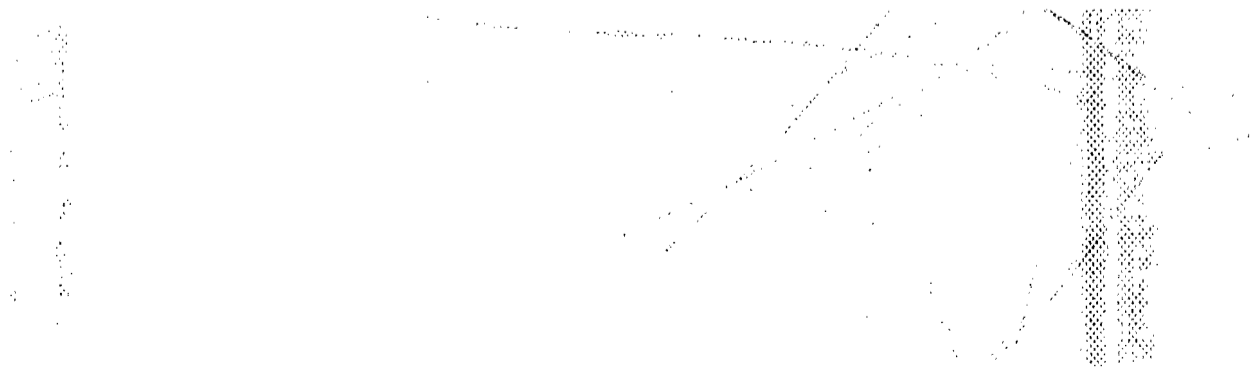
Message on Signing: No

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Reports: No

Hearings: No

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[SECOND OFFICIAL COPY REPRINT]
SENATE COMMITTEE SUBSTITUTE FOR
SENATE, No. 1528

STATE OF NEW JERSEY

ADOPTED SEPTEMBER 20, 1984

AN ACT concerning limited partnerships amending and supplementing P. L. 1983, c. 489.

1 BE IT ENACTED *by the Senate and General Assembly of the State*
2 *of New Jersey:*

1 1. (New section) a. For the purposes of P. L. 1983, c. 489
2 (C. 42:2A-1 et seq.), each limited partnership formed under any
3 statute of this State **formed prior to **[January]** **April** 1,*
4 *1985** shall provide prior to ***[January]** **April** 1, 1985 to*
4A the Secretary of State the following:

5 (1) The name of the limited partnership; the address, including
6 the actual location as well as the postal designation, if different, of
7 the registered agent in this State; and the name of the registered
8 agent, being the information required by paragraphs 1, 2 and 3 of
9 subsection a. of section 66 of P. L. 1983, c. 489 (C. 42:2A-69) which
10 may be provided by letter or other writing; and

11 (2) A copy of the certificate of limited partnership, as amended
12 if applicable **[or]* *and** a certification by the county clerk of the
13 county in which **[filed that the certificate is filed for record in the*
14 *office of the clerk of that county]* *the certificate is on file*.*

15 b. (1) No fee shall be charged by the State for the filing of the
16 information required by subsection a. with the Secretary of State
17 on or before ***[January]** **April** 1, 1985.*

18 (2) The county clerk may charge a fee not to exceed \$5.00 for
19 the certification required by paragraph (2) of subsection a.

20 c. Failure to comply with the requirements of subsection a. shall
21 be **deemed** a failure to file the report required by section 66 of
22 P. L. 1983, c. 489 (C. 42:2A-69) for **[one year and]* *two years*
23 *and that limited partnership** shall be transferred to the inactive

EXPLANATION—Matter enclosed in bold-faced brackets [thus] in the above bill is not enacted and is intended to be omitted in the law.

Matter printed in italics *thus* is new matter.

Matter enclosed in asterisks or stars has been adopted as follows:

*—Senate amendments adopted October 18, 1984.
**—Senate amendments adopted December 6, 1984.

24 list*. *A limited partnership whose certificate has been transferred*
 25 *to the inactive list** pursuant to this section shall remain a limited
 26 partnership under P. L. 1983, c. 489 (C. 42:2A-1 et seq.) or under
 27 R. S. 42:2-1 et seq.

28 **A limited partnership which fails to comply with the require-*
 29 *ments of subsection a. shall forfeit to the State a penalty of not less*
 30 *than \$200.00 nor more than \$1,000.00 for each calendar year, or*
 31 *portion thereof. The maximum penalty imposable under this sec-*
 32 *tion is \$5,000.00. The penalty shall be recovered with costs in an*
 33 *action prosecuted by the Attorney General.**

1 2. (New section) ***[a.]*** Use of name other than actual limited
 2 partnership name. *a.* No domestic limited partnership or foreign
 3 limited partnership which conducts activities in this State shall
 4 conduct any activities in this State using an alternate name
 5 including an abbreviation of its name or an acronym unless:

6 (1) It also uses its actual name in the transaction of any of its
 7 activities in a manner as not to be deceptive as to its actual
 8 identity; or

9 (2) It has first registered the alternate name as provided in this
 10 section.

11 b. Any limited partnership may adopt and use any alternate
 12 name, including any name which would be unavailable as the name
 13 of a domestic or foreign limited partnership because of the prohibi-
 14 tions of paragraph (4) of section 6a. of P. L. 1983, c. 489
 15 (C. 42:2A-6), but not including any name prohibited as a limited
 16 partnership named by paragraphs (1), (2), (3), (5) of section 6a.
 17 of P. L. 1983, c. 489 (C. 42:2A-6), by filing an original and a copy
 18 of a certificate of registration of alternate name with the Secretary
 19 of State executed on behalf of the limited partnership. The
 20 certificate shall set forth:

21 (1) The name, jurisdiction and date of establishment of the
 22 limited partnership;

23 (2) The alternate name;

24 (3) A brief statement of the character or nature of the particular
 25 activities to be conducted using the alternate name;

26 (4) That the limited partnership intends to use the alternate
 27 name in this State;

28 (5) That the limited partnership has not previously used the
 29 alternate name in this State in violation of this section or, if it has,
 30 the month and year in which it commenced the use.

31 c. The registration shall be effective for five years from the date
 32 of filing and may be renewed successively for additional five-year
 33 periods by filing an original and a copy of the certificate of renewal

34 executed on behalf of the partnership any time within 90 days prior
35 to, but not later than, the date of expiration of the registration.
36 The certificate of renewal shall set forth the information required
37 in paragraphs (1) through (4) of subsection b. of this section, the
38 date of the certificate of registration then in effect and that the
39 partnership is continuing to use the alternate name.

40 d. This section shall not:

41 (1) Grant to the registrant of an alternate name any right in the
42 name as against any prior or subsequent user of the name, regard-
43 less of whether used as a trademark, trade name, business name or
44 corporate name; or

45 (2) Interfere with the power of any court to enjoin the use of the
46 name on the basis of the law of unfair competition or on any other
47 basis except the identity or similarity of the alternate name to any
48 other corporate or limited partnership name.

49 e. A limited partnership which has used an alternate name in
50 this State contrary to the provisions of this section shall, upon
51 filing a certificate of registration of alternate name or an untimely
52 certificate of renewal, pay to the Secretary of State the filing fee
53 prescribed for the certificate plus an additional filing fee equal to
54 the full amount of the regular filing fee multiplied by the number
55 of years it has been using the alternate name in violation of this
56 section after the operative date of the prohibitions of this section
57 specified in subsection h. of this section. For the purpose of this
58 subsection, any part of a year shall be considered a full year.

59 f. The failure of a limited partnership to file a certificate of
60 registration or renewal of an alternate name shall not impair the
61 validity of any contract or act of the limited partnership and shall
62 not prevent the limited partnership from defending any action or
63 proceeding in any court of this State, but the limited partnership
64 shall not maintain any action or proceeding in any court of this
65 State arising out of a contract or act in which it used the alternate
66 name until it has filed the certificate.

67 g. (1) A limited partnership which files a certificate of registra-
68 tion of alternate name which contains a false statement or omission
69 regarding the date it first used an alternate name in this State
70 shall, if the false statement or omission reduces the amount of the
71 additional fee it paid or should have paid as provided in subsection
72 e. of this section, forfeit to the State a penalty of not less than
73 \$200.00 nor more than \$500.00.

74 (2) A limited partnership which should have filed a certificate of
75 registration or renewal of alternate name and fails to do so within
76 60 days after being notified of its obligation to do so by certified or

77 registered mail by the Secretary of State, by any other govern-
 78 mental officer, or by any person aggrieved by its failure to do so,
 79 shall forfeit to the State a penalty of not less than \$200.00 nor
 80 more than \$500.00.

81 (3) A penalty imposed under this section shall be recovered
 82 with costs in an action brought by the Attorney General. The court
 83 may proceed on the action in a summary manner.

84 h. The prohibitions of this section shall not be operative until
 85 90 days after the effective date of this act. Any certificate of
 86 registration filed during that 90 day period need not include the
 87 information required by paragraph (5) of subsection b. of this
 88 section.

1 *3. Section 4 of P. L. 1983, c. 489 (C. 42:2A-4) is amended to
 2 read as follows:

3 4. Existing limited partnerships brought under this chapter.

4 [a. A limited partnership formed under any statute of this State,
 5 prior to the effective date of this chapter may become a limited
 6 partnership under this chapter by complying with the provisions
 7 of sections 13 and 14, provided the certificate sets forth:

8 (1) The amount of the original contribution of each limited
 9 partner, and the time when the contribution was made, and

10 (2) That the property of the partnership exceeds the amount
 11 sufficient to discharge its liabilities to persons not claiming as gen-
 12 eral or limited partners by an amount greater than the sum of the
 13 contributions of its limited partners.

14 b.] A limited partnership formed under any statute of this State
 15 prior to the effective date of this chapter, shall be governed by the
 16 provisions of this chapter except that the partnership shall be
 17 deemed to have complied with the provisions in sections 6 and 13
 18 of this chapter and the partnership shall be deemed to be formed
 19 on the date set by the provisions of the statute under which it was
 20 formed.

1 4. Section 6 of P. L. 1983, c. 489 (C. 42:2A-6) is amended to
 2 read as follows:

3 6. Name of limited partnership. a. The name of each limited
 4 partnership as set forth in its certificate of limited partnership:

5 (1) Shall contain [without abbreviation] the word "limited
 6 partnership" or the abbreviation "L. P.";

7 (2) May not contain the name of a limited partner unless it is
 8 also the name of a general partner or the corporate name of a
 9 corporate general partner, or the business of the limited partner-
 10 ship had been carried on under that name before the admission of
 11 that limited partner;

12 (3) May not contain any word or phrase indicating or implying
13 that it is organized other than for a purpose stated in its certificate
14 of limited partnership;

15 (4) Shall not be the same as, or confusingly similar to, the name
16 of any domestic limited partnership including a limited partnership
17 name set forth in a certificate of limited partnership filed in the
18 office of the Secretary of State whose effective date is subsequent to
19 the date of filing, as authorized by section 14 of this chapter, or of
20 any foreign limited partnership authorized to transact business in
21 this State or any limited partnership name reserved or registered
22 under this chapter, or the name of any profit or nonprofit corpora-
23 tion on file with the Secretary of State, unless the written consent
24 of the other domestic or foreign limited partnership or holder of a
25 reserved or registered name to the adoption of its name, or a con-
26 fusingly similar name is filed in the office of the Secretary of State
27 with the certificate of limited partnership or with the application
28 for an original or amended certificate of authority to transact
29 business in this State or, in lieu of the consent, there is filed a
30 certified copy of a final judgment of a court of competent jurisdic-
31 tion establishing the prior right of the limited partnership to the
32 use of the name in this State;

33 (5) Shall not contain any word or phrase, or any abbreviation or
34 derivative thereof, the use of which is prohibited or restricted by
35 any other statute of this State, unless the restrictions have been
36 complied with.

37 b. This section shall not require any domestic limited partner-
38 ship organized prior to the effective date of this chapter to change
39 its name in accordance with this section, if the name is otherwise
40 lawful on the effective date of this chapter, and a limited partner-
41 ship shall not change its limited partnership name on or after the
42 effective date of this chapter to a name which is not available for
43 limited partnership use under this section.

44 c. If the name of a foreign limited partnership is not available
45 for use in this State because of paragraph (4) of subsection a., the
46 limited partnership may be authorized to transact business in this
47 State under a fictitious name which is available for a limited part-
48 nership use under this section, by filing in the office of the Secretary
49 of State with its application for an original or amended certificate
50 of authority a certificate of its general partner adopting the ficti-
51 tious name for use in transacting business in this State.

52 d. The limited partnership name of a domestic limited partner-
53 ship whose certificate of limited partnership has been cancelled and
54 any name confusingly similar to the name of a domestic limited

55 partnership which has been terminated shall not be available for
 56 limited partnership use for two years after the effective time of can-
 57 cellation or termination, unless, within the two-year period, the
 58 written consent of the dissolved limited partnership to the adoption
 59 of its name, or a confusingly similar name, is filed in the office of
 60 the Secretary of State with the certificate of limited partnership
 61 if another domestic limited partnership or with the application of
 62 a foreign limited partnership for an original or amended certificate
 63 of authority to transact business in this State.

64 e. The filing in the office of the Secretary of State of the certificate
 65 of limited partnership of a domestic limited partnership or the
 66 issuance by the Secretary of State of a certificate to a foreign
 67 limited partnership authorizing it to transact business in this State
 68 shall not preclude an action by this State to enjoin a violation of
 69 this section or an action by any person adversely affected to enjoin
 70 the violation or the use of a limited partnership name in violation
 71 of the rights of that person, whether on principles of unfair com-
 72 petition or otherwise, and the court may grant any other appro-
 73 priate relief in the action.*

1 ***[3.]*** *5.* Section 12.1 of P. L. 1983, c. 489 (C. 42:2A-13) is
 2 amended to read as follows:

3 12.1 County clerk to transmit documents to Secretary of State.
 4 **[**within 90 days after this section becomes effective, each county
 5 clerk shall transmit to the Secretary of State copies in the manner
 6 prescribed by the Secretary of State, of all limited partnership
 7 certificates and amendments thereto, and all certificates of termina-
 8 tion or cancellation of limited partnerships filed in his office prior
 9 to the effective date of this chapter.**]** *No later than ****[**November*
 10 *30, 1984**]**** **January 1, 1985** each county clerk shall transmit*
 11 *to the Secretary of State the name and address of the principal*
 12 *place of business, *alphabetized by name* as shown on the most*
 13 *recent documents filed in the county of filing, of each limited part-*
 14 *nership whose certificate of limited partnership or any amendment*
 15 *thereto was filed on or after January 1, 1950, identifying the county*
 16 *of filing. *This obligation may be met by a county clerk having*
 17 *transmitted by October 1, 1984 to the Secretary of State*
 18 *****[**copies**]**** , in the manner prescribed by the Secretary of State,*
 19 *copies of all limited partnership certificates and amendments*
 20 *thereto and all certificates of termination or cancellation of all the*
 21 *limited partnerships filed on or after January 1, 1950 identifying*
 22 *the county of filing.* **Prior to April 1, 1985 each county clerk*
 23 *shall transmit to the Secretary of State the name and address of*

24 *the principal place of business, as shown on the most recent docu-*
 25 *ments filed in the county, of each limited partnership or any amend-*
 26 *ment thereto which was filed after the county clerk's initial trans-*
 27 *mission and prior to April 1, 1985.***

1 ***[4.]*** *6.* Section 13 of P. L. 1983, c. 489 (C. 42:2A-14) is
 2 amended to read as follows:

3 13. Certificate of limited partnership. Two or more persons
 4 desiring to form a limited partnership shall execute a certificate of
 5 limited partnership which shall be filed in the office of the Secretary
 6 of State and shall set forth:

7 a. The name of the limited partnership;

8 b. The general character of its business;

9 c. The address, including the actual location as well as postal
 10 designation, if different, of the registered office and the name and
 11 address of the registered agent for service of process required to be
 12 maintained by section 8;

13 d. The name and the business address or place of residence of
 14 each *general* partner **[**(specifying separately the general partners
 15 and limited partners)**]**;

16 e. The *aggregate* amount of cash and a description and statement
 17 of the agreed value of the other property or services contributed by
 18 *all partners and which all partners have* **[**each partner and which
 19 each partner has**]** agreed to contribute in the future;

20 f. The times at which or events on the happening of which any
 21 additional contributions agreed to be made by each partner are to
 22 be made;

23 g. Any power of a limited partner to grant the right to become
 24 a limited partner to an assignee of any part of his partnership
 25 interest, and the terms and conditions of the power;

26 h. If agreed upon, the time at which or the events on the happen-
 27 ing of which a partner may terminate his membership in the limited
 28 partnership and the amount of, or the method of determining, the
 29 distribution to which he may be entitled respecting his partnership
 30 interest, and the terms and conditions of the termination and
 31 distribution;

32 i. Any right of a partner to receive distributions of property,
 33 including cash from the limited partnership;

34 j. Any right of a partner to receive, or of a general partner to
 35 make, distributions to a partner which include a return of all or
 36 any part of the partner's contribution;

37 k. Any time at which or events upon the happening of which the
 38 limited partnership is to be dissolved and its affairs wound up;

39 l. Any right of the remaining general partners to continue the
 40 business on the happening of an event of withdrawal of a general
 41 partner; and

42 m. Any other matters the partners determine to include therein.

1 *7. Section 16 of P. L. 1983, c. 489 (C. 42:2A-17) is amended to
 2 read as follows:

3 16. When amendment to certificate required. An amendment to
 4 a certificate of limited partnership shall be filed within 30 days
 5 when:

6 a. There is a change in the name of the partnership;

7 b. There is a ~~change~~ decrease in the amount ~~or character~~
 8 of the contribution of ~~any partner or in any partner's obligation~~
 9 to make a contribution ~~the partners~~;

10 c. There is the admission of a new *general* partner or the with-
 11 drawal of a *general* partner;

12 d. There is a change in the character of the business of the
 13 partnership;

14 e. There is a continuation of the partnership business under
 15 section 50 after the withdrawal of a general partner;

16 f. There is a change in the time as stated in the certificate for
 17 dissolution of the partnership or for the return of a contribution;

18 g. There is a time fixed for dissolution of the partnership or the
 19 return of a contribution, no time therefor having been specified
 20 in the certificate;

21 h. There is a false or erroneous statement in the certificate or
 22 that any arrangements or other facts described in the certificate
 23 have changed making the certificate inaccurate in any respect; pro-
 24 vided, however, an amendment to show a change of address of a
 25 limited partner need be filed only once every 12 months; and

26 i. The general partners determine to amend the partnership
 27 agreement for any purpose but only to the extent the general
 28 partners may amend the partnership agreement.

29 A partner shall not incur any liability if an amendment to a
 30 certificate of limited partnership reflecting the occurrence of any
 31 event referred to in this section is filed within the 30-day period
 32 specified herein.

1 8. Section 28 of P. L. 1983, c. 489 (C. 42:2A-29) is amended to
 2 read as follows:

3 28. Right to information. A limited partner has the right to:

4 a. Inspect and copy any of the partnership records required to
 5 be maintained by section 9;

6 b. Obtain from the general partners from time to time upon

7 reasonable demand true and full information regarding the state
8 of the business and financial condition of the limited partnership;

9 c. Receive promptly after becoming available, a copy of the
10 limited partnership's federal, State and local income tax returns
11 for each year; and

12 d. Other information regarding the affairs of the limited
13 partnership as is just and reasonable.

14 *Upon the reasonable request, of any partner, the records set forth*
15 *in this section shall be subject to inspection and copying at a reason-*
16 *able cost by any partner during ordinary business hours.*

1 9. Section 29 of P. L. 1983, c. 489 (C. 42:2A-30) is amended to
2 read as follows:

3 29. Admission of additional general partners. After the filing
4 of a limited partnership's original certificate of limited partner-
5 ship, additional general partners may be admitted **[only with the**
5A **specific written consent of each partner]** *as provided for in the*
6 *partnership agreement but in no event by less than two-thirds con-*
7 *sent of the number of limited partners.*

1 10. Section 56 of P. L. 1983, c. 489 (C. 42:2A-57) is amended to
2 read as follows:

3 56. Application for certificate of authority to transact business.
4 Before transacting business in this State, a foreign limited part-
5 nership shall file in the office of the Secretary of State an applica-
6 tion signed and sworn to by a general partner setting forth:

7 a. The name of the foreign limited partnership and, if different,
8 the name under which it proposes to transact business in this State;

9 b. The name and business address of each *general* partner
10 **[(specifying separately the general partners and limited part-**
11 **ners)]**;

12 c. The amount of cash and a description and statement of the
13 agreed value of the other property or services contributed by **[each**
14 **partner]** *all partners* and which **[each partner has]** *all partners*
15 *have* agreed to contribute in the future;

16 d. The state and date of its formation;

17 e. The general character of the business it proposes to transact
18 in this State;

19 f. The name and address, including the actual location as well
20 as the postal designation, if different, of the agent for service of
21 process on the foreign limited partnership whom the foreign limited
22 partnership designates who must be an individual resident of this
23 State, a domestic corporation, or a foreign corporation having a
24 place of business in, and authorized to do business in, this State;

25 g. A statement that the Secretary of State is appointed the agent
 26 of the foreign limited partnership for service of process if no agent
 27 has been appointed under subsection d. or, if appointed, the agent's
 28 authority has been revoked or if the agent cannot be found or
 29 served with the exercise of reasonable diligence; and

30 h. The address of the office required to be maintained in the
 31 state of its organization by the laws of that state or if not so re-
 32 quired, of the principal office of the foreign limited partnership.

33 i. If the Secretary of State finds that the application conforms
 34 to law and the requisite fees have been paid, he shall issue to the
 35 foreign limited partnership a certificate of authority to transact
 36 business in this State.

1 11. Section 64.1 of P. L. 1983, c. 489 (C. 42:2A-67) is amended
 2 to read as follows:

3 64.1. Indemnification of general partner. a. A domestic limited
 4 partnership may indemnify any general partner, made a party to
 5 an action in the right of a limited partnership to procure a judg-
 6 ment in its favor by reason of **[the fact that he was]** *his being or*
 7 *having been* a general partner in the limited partnership, against
 8 the reasonable expenses, including attorneys' fees, actually and
 9 necessarily incurred by him in connection with the defense of the
 10 action, or in connection with an appeal therein if the general part-
 11 ner acted in good faith and in a manner the general partner reason-
 12 ably believed to be in or not opposed to the best interests of the
 13 limited partnership. However, in the proceedings no indemnifica-
 14 tion shall be provided in respect of any claim, issue or matter as to
 15 which the general partner shall have been adjudged to be liable
 16 for the negligence or misconduct, unless and only to the extent that
 17 the Superior Court or the court in which the proceeding was brought
 18 shall determine upon application that despite the adjudication of
 19 liability, but in view of all circumstances of the case, the general
 20 partner is fairly and reasonably entitled to indemnity for the ex-
 21 penses as the Superior Court or any other court shall deem proper.

21A b. The indemnification authorized under subsection a. of this
 21B section shall in no case include:

22 (1) Amounts paid in settling or otherwise disposing of a
 23 threatened action, or pending action with or without court approval;
 24 or

25 (2) Expenses incurred in defending a threatened action, or pend-
 26 ing action which is settled or otherwise disposed of without court
 27 approval.

28 c. No indemnification shall be made under this section in any
 29 circumstances where it appears that indemnification would be

30 inconsistent with a provision of the certificate of limited partner-
 31 ship, partnership agreement or other proper partnership action, in
 32 effect at the time of accrual of the alleged cause of action asserted
 33 in the threatened or pending action in which the expenses were
 34 incurred or other amounts were paid, which prohibits or otherwise
 35 limits indemnification.

36 *d. This section is not intended to prevent indemnification of a*
 37 *general partner for expenses and liability in connection with any*
 38 *proceeding, other than an action in the right of the limited partner-*
 39 *ship, against a general partner, by reason of his being or having*
 40 *been a general partner in the limited partnership as provided for*
 41 *under the limited partnership agreement or as approved by the*
 42 *Superior Court or the court in which the proceeding was brought.**

1 ***[5.]*** *12.* Section 65 of P. L. 1983, c. 489 (C. 42:2A-68) is
 2 amended to read as follows:

3 65. Filing fees of the Secretary of State. On filing any certificate
 4 or other papers relative to limited partnerships in the Office of the
 5 Secretary of State, there shall be paid to the Secretary of State,
 6 filing fees, in addition to any applicable recording fees:

- 7 a. Filing an application to reserve a specified limited
 8 partnership name and issuing a certificate of reser-
 9 vation \$25.00
- 10 If application is for the first name available for limited
 11 partnership use among not more than three speci-
 12 fied names 30.00
- 13 b. Filing a notice of transfer of a reserved limited
 14 partnership name 25.00
- 15 c. Filing original certificate of limited partnership 50.00
- 16 d. Filing a certificate of amendment to the certificate
 17 of limited partnership, including any number of
 18 amendments 50.00
- 19 e. Filing certificate of cancellation 35.00
- 20 f. Filing order or judgment amending certificate of
 21 limited partnership or cancellation 35.00
- 22 g. Filing application by a foreign limited partnership to
 23 transact business in this State and issuing a certifi-
 24 cate of authority 175.00
- 25 h. Filing application by a foreign limited partnership for
 26 amended certificate to transact business in this State
 27 and issuing an amended certificate of authority 50.00
- 28 i. Filing annual report 15.00

- 29. *j. Filing a certificate or registration of an alternate*
- 30. *name* \$30.00
- 31. *k. Filing a renewal of registration of alternate name* \$30.00
- 32. *l. Limited partnership status reports—per name* \$2.00
- 33. *m. All other certificates issued or papers filed but not*
- 34. *otherwise provided for* \$15.00

1 **13. Section 70 of P. L. 1983, c. 489 is amended to read as fol-

2 lows:

3 70. Effective date. This act shall take effect [January 1, 1985

4 except as to section 12.1 which shall take effect immediately] April

5 1, 1985**.

1 *[6. This act shall take effect immediately and shall be retro-

2 active to January 17, 1984]* **14.** *This act shall take effect

3 **[January]** **April** 1, 1985 except for sections 1 **[and 3]**

4 **, 5 and 13** which shall take effect immediately.*



SENATE, No. 1528

STATE OF NEW JERSEY

INTRODUCED APRIL 30, 1984

By Senators O'CONNOR and COWAN

Referred to Committee on State Government, Federal and
Interstate Relations and Veterans Affairs

AN ACT concerning limited partnerships, amending and supplementing P. L. 1983, c. 489 and repealing section 12.1 of P. L. 1983, c. 489.

1 BE IT ENACTED *by the Senate and General Assembly of the State*
2 *of New Jersey:*

1 1. (New section) a. For the purposes of P. L. 1983, c. 489 (C.
2 42:2A-1 et seq.), each active limited partnership formed under
3 any statute of this State prior to January 1, 1985 shall provide on
4 or before January 1, 1985 to the Secretary of State the following:

5 (1) the information required by paragraphs 1, 2 and 3 of sub-
6 section a. of section 66 of P. L. 1983, c. 489 (C. 42:2A-69) which
7 may be provided by letter or other writing; and

8 (2) a copy of the certificate of limited partnership, as amended
9 if applicable, and a certification by the county clerk of the county
10 in which filed that the certificate is filed for record in the office
11 of the clerk of that county.

12 b. (1) No fee shall be charged by the State for the filing of the
13 information required by subsection a. with the Secretary of State
14 on or before January 1, 1985.

15 (2) The county clerk may charge a fee not to exceed \$5.00 for
16 the certification required by paragraph (2) of subsection a.

17 c. Failure to comply with the requirements of subsection a. shall
18 be a failure to file the report required by section 66 of P. L. 1983,
19 c. 489 (C. 42:2A-69) for one year and shall be subject to the fee
20 for filing an annual report, if filing late, or the fee prescribed for
21 returning to active status.

**EXPLANATION—Matter enclosed in bold-faced brackets [thus] in the above bill
is not enacted and is intended to be omitted in the law.
Matter printed in italics thus is new matter.**

- 1 2. Section 70 of P. L. 1983, c. 489 is amended to read as follows:
 2 70. Effective date. This act shall take effect January 1, 1985
 3 [except as to section 12.1 which shall take effect immediately].
 1 3. Section 12.1 of P. L. 1983, c. 489 (C. 42:2A-13) is repealed.
 1 4. This act shall take effect immediately and shall be retroactive
 2 to January 17, 1984.

STATEMENT

This bill corrects an administrative problem in effectuating the "Uniform Limited Partnership Law (1976)," P. L. 1983, c. 489 (C. 42:2A-1 et seq.), with reference to documents filed by limited partnerships in the offices of county clerks prior to January 1, 1985.

Under the new law, the Secretary of State must be able to determine availability of limited partnership names, process amendments to certificates, determine if limited partnerships are dissolved, and keep records of annual reports.

Section 12.1 of the new law (C. 42:2A-13) required county clerks to transmit documents filed by limited partnerships prior to January 1, 1985 to the Secretary of State. This is proving to be impractical in several of the larger counties. Therefore this bill repeals this section and replaces it with the requirement that all active limited partnerships formed under prior law provide the necessary information to the Secretary of State on or before the effective date of the new law.

The sponsor hopes that this bill is a workable accommodation between the needs of the office of the Secretary of State and the difficulties encountered by the county clerks, and further hopes that the members of the practicing bar will seek and encourage compliance by their clients which are limited partnerships.

The method proposed by the bill seeks voluntary provision of the required information at minimal cost to limited partnerships with minimal burden on the county clerks.

Failure to timely comply is treated in a manner similar to failure to file an annual report required under the new law after January 1, 1985.

The bill is made retroactive to the date of approval of chapter 489 by the Governor.

SENATE JUDICIARY COMMITTEE
STATEMENT TO
SENATE COMMITTEE SUBSTITUTE FOR
SENATE, No. 1528

STATE OF NEW JERSEY

DATED: SEPTEMBER 20, 1984

Senate Committee Substitute for Senate Bill No. 1528 makes a series of amendments to the recently enacted "Uniform Limited Partnership Act".

The bill establishes a procedure whereby limited partnerships may register alternate names for the purpose of doing business. In this regard, the bill also establishes filing fees for the registration of alternate names and penalties for the improper use of alternate names.

The bill also changes certain requirements with regard to the information contained in a limited partnership certificate. Presently, the names and addresses of both general and limited partners must appear on the limited partnerships certificates. The bill provides that the names and addresses only of general partnerships need appear. Also, presently the amount of cash and the agreed value of property or services contributed by each partner must appear on the certificate. The bill provides that only the aggregate amount of cash and the value of all property and services contributed by all partners appear on the certificate.

The third area of the Uniform Limited Partnership Act amended by the bill involves the maintenance of records concerning limited partnership. Under the uniform act, the Secretary of State is the agency primarily responsible for maintaining records with regard to limited partnerships and is required to determine the availability of limited partnership names, process amendments to partnership certificates; determine when a limited partnership has been dissolved and keep records of annual reports.

Under the prior law each county's county clerk's office was responsible for maintaining records with regard to limited partnerships. In order to assist the Secretary of State with their administrative responsibilities, the new law required county clerks to transmit all limited partnership related documents filed prior to January 1, 1985 with their offices to the Secretary of State. This is proving impractical in several large counties. Therefore, the bill amends this section to require that

all the county clerks transmit to the Secretary of State the name and place of business of each limited partnership whose partnership certificate has been filed or amended on or after January 1, 1950.

Also to assist the Secretary of State in maintaining the necessary records, the bill requires each limited partnership to provide certain information (name, address, registered agent) by January 1, 1985.

ADOPTED

DEC 6 1984

Senate Amendments

to

SCS Bill No. S-1528 OCR

by: Senator O'Connor
(December 6, 1984)

Amend:

Page Sec. Line

1 1 3

Omit "January" Insert "April"

1 1 4

Omit "January" Insert "April"

1 1 17

Omit "January" Insert "April"

6 5 9-10

Omit "November 30, 1984" Insert "January 1, 1985"

6 5 17

Omit "copies"

6 5 21

After "filing." Insert "Prior to April 1, 1985"

each county clerk shall transmit to the Secretary of State the name and address of the principal place of business, as shown on the most recent documents filed in the county, of each limited partnership or any amendment thereto which was filed after the county clerk's initial transmission and prior to April 1, 1985."

11 12

After 34

After line 34 Insert new section 13 as follows:

"13. Section 7.0 of P.L.1983,c.489 is amended to read as follows:

PRINT IN ROMAN
EXCEPT WHERE
UNDERLINED

7.0. Effective date. This act shall take effect January 1, 1985 except as to section 12.1 which shall take effect immediately April 1, 1985

11 Effective Date 2

Before "This act" Insert "14." Omit "January" Insert "April"

11 Effective Date 3

Omit "and 3" Insert ", 5 and 13"

PL
Am. No
Cm. T
B. 1983/487/70
N. JLM

STATEMENT

DEC 31

Senate Committee Substitute for S-1528 makes a series of the amendments to the "Uniform Limited Partnership Act" enacted in 1983. Both the Uniform Act itself and SCS for S-1528 have effective

Senate Amendments

to

SCS Bill No. S-1528 OCR

by: Senator O'Connor
(November 29, 1984)

Amend:

Page

Sec.

Line

dates of January 1, 1985. Because of practical problems in implementing the new statute particularly those sections which shift responsibility for maintaining limited partnership related records from the county clerks to the Secretary of State, these amendments would delay the effective dates of both the Uniform Act and SCS for S-1528 until April 1, 1985. Certain sections of SCS for S-1528 which contain provision which require the transfer of certain records would, however, take effect immediately.

DEC 1984