

COMMITTEE AMENDMENT
HOUSE OF REPRESENTATIVES
State of Oklahoma

SPEAKER:

CHAIR:

I move to amend HB2565 _____
Of the printed Bill
Page _____ Section _____ Lines _____
Of the Engrossed Bill

By deleting the content of the entire measure, and by inserting in lieu thereof the following language:

AMEND TITLE TO CONFORM TO AMENDMENTS

Amendment submitted by: Mike Osburn _____

Adopted: _____

Reading Clerk

1 STATE OF OKLAHOMA

2 1st Session of the 60th Legislature (2025)

3 PROPOSED COMMITTEE
4 SUBSTITUTE
5 FOR
6 HOUSE BILL 2565

By: Hilbert

7 PROPOSED COMMITTEE SUBSTITUTE

8 An Act relating to partnerships; amending 54 O.S.
9 2021, Section 1-1001, which relates to limited
10 liability partnerships; prohibiting certain state
11 actors from certain actions; clarifying
12 classification of certain entities; and providing an
13 effective date.

14
15 BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

16 SECTION 1. AMENDATORY 54 O.S. 2021, Section 1-1001, is
17 amended to read as follows:

18 Section 1-1001. ~~(a)~~ A. A limited liability partnership is a
19 partnership under the laws of this state and may engage in any
20 business in this state in which a partnership may engage including,
21 but not limited to, the rendering of professional services as
22 defined in paragraph 6 of subsection A of Section 803 of Title 18 of
23 the Oklahoma Statutes or the rendering of related professional
24

1 services as defined in paragraph 7 of subsection A of Section 803 of
2 Title 18 of the Oklahoma Statutes.

3 ~~(b)~~ B. A partnership may become a limited liability partnership
4 pursuant to this section.

5 ~~(e)~~ C. The terms and conditions on which a partnership becomes
6 a limited liability partnership must be approved by the vote
7 necessary to amend the partnership agreement except, in the case of
8 a partnership agreement that expressly considers obligations to
9 contribute to the partnership, by the vote necessary to amend those
10 provisions.

11 ~~(d)~~ D. After the approval required by subsection (c) of this
12 section, a partnership may become a limited liability partnership by
13 filing a statement of qualification with the Secretary of State.
14 The statement must contain:

15 ~~(1)~~ the 1. The name of the partnership;

16 ~~(2)~~ the 2. The street address of the partnership's chief
17 executive office and, if different, the street address of an office
18 of the partnership in this state, if any;

19 ~~(3)~~ if 3. If the partnership does not have an office in this
20 state, the name and street address of the partnership's agent for
21 service of process;

22 ~~(4)~~ a 4. A statement that the partnership elects to be a
23 limited liability partnership; and

24 ~~(5)~~ a 5. A deferred effective date, if any.

1 ~~(e)~~ E. The agent of a limited liability partnership for service
2 of process must be an individual resident of this state, a domestic
3 corporation, limited liability company, limited partnership, or
4 limited liability partnership; or a foreign corporation, limited
5 liability company, limited partnership, or limited liability
6 partnership having a place of business and authorized to do business
7 in this state.

8 ~~(f)~~ F. The status of a partnership as a limited liability
9 partnership is effective on the later of the filing of the statement
10 or a date specified in the statement. The status remains effective,
11 regardless of changes in the partnership, until it is canceled
12 pursuant to subsection (d) of Section 1-105 of this title. A
13 statement of dissolution filed under Section 1-805 of this title
14 effects a cancellation upon completion of the partnership's winding
15 up. For purposes of this subsection (f) of this section only, the
16 winding up is presumed to be complete on the first anniversary of
17 the filing of the statement of dissolution, which may be rebutted by
18 the prior filing of a statement indicating that the partnership is
19 continuing.

20 ~~(g)~~ G. The status of a partnership as a limited liability
21 partnership and the liability of its partners is not affected by
22 errors or later changes in the information required to be contained
23 in the statement of qualification under subsection (c) of this
24 section.

1 ~~(h)~~ H. The filing of a statement of qualification establishes
2 that a partnership has satisfied all conditions precedent to the
3 qualification of the partnership as a limited liability partnership.

4 ~~(i)~~ I. An amendment or cancellation of a statement of
5 qualification is effective when it is filed or on a deferred
6 effective date specified in the amendment or cancellation.

7 J. No state officer, agency, board, or commission shall
8 declare, interpret, hold, classify, or otherwise find a limited
9 liability partnership is a similar entity to a limited liability
10 company. A limited liability partnership is hereby recognized as a
11 form of partnership subject to the provisions governing partnerships
12 including, but not limited to, the Oklahoma Revised Uniform
13 Partnership Act, Section 1-100 et seq. of this title, whereas a
14 limited liability company is a separate and distinct form of entity
15 governed by the Oklahoma Limited Liability Company Act, Section 2000
16 et seq. of Title 18 of the Oklahoma Statutes.

17 SECTION 2. This act shall become effective November 1, 2025.

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