

1 STATE OF OKLAHOMA

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

3 COMMITTEE SUBSTITUTE

4 FOR

HOUSE BILL NO. 2565

By: Osburn

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7 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.

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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 ~~(e)~~ 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)~~ 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 ~~(e)~~ 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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19       60-1-12936       GRS       02/26/25  
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