

STATE OF OKLAHOMA

1st Session of the 60th Legislature (2025)

SENATE BILL 1031

By: Daniels

AS INTRODUCED

An Act relating to limited liability partnerships; amending 37A O.S. 2021, Section 2-146, as amended by Section 2, Chapter 192, O.S.L. 2022 (37A O.S. Supp. 2024, Section 2-146), which relates to the Oklahoma Alcoholic Beverage Control Act; modifying scope of applicability; amending 54 O.S. 2021, Section 1-1001, which relates to the Oklahoma Revised Uniform Partnership Act; clarifying certain definitions; updating statutory language; and providing an effective date.

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

SECTION 1. AMENDATORY 37A O.S. 2021, Section 2-146, as amended by Section 2, Chapter 192, O.S.L. 2022 (37A O.S. Supp. 2024, Section 2-146), is amended to read as follows:

Section 2-146. A. The ABLE Commission shall refuse to issue a wine and spirits wholesaler, beer distributor, retail spirits, retail wine or retail beer license, either on an original application or a renewal application, if it has reasonable grounds to believe and finds any of the following to be true:

1. Except in the case of a beer distributor, that the applicant is not a citizen of the United States or is not a qualified elector

1 in this state, or has not been a continuous resident of this state
2 for the five (5) years next preceding the application for the
3 license;

4 2. That the applicant is under twenty-one (21) years of age;

5 3. That the applicant or any partner, or spouse of the
6 applicant or any partner, has been convicted of a felony;

7 4. That the applicant or any partner, or spouse of the
8 applicant or any partner, has been convicted of a violation of any
9 state or federal law relating to alcoholic beverages, has forfeited
10 a bond while any charge of such violation was pending, nor may any
11 license be granted for any purpose under the Oklahoma Alcoholic
12 Beverage Control Act to an Oklahoma resident, who has held or whose
13 spouse has held a Federal Liquor Stamp in Oklahoma before the
14 adoption of Article XXVIII-A of the Oklahoma Constitution unless the
15 Liquor Stamp was granted for supplying alcoholic beverages to a
16 federal military installation, or was granted under the Oklahoma
17 Alcoholic Beverage Control Act;

18 5. That the applicant or any partner has, within twelve (12)
19 months next preceding the date of the application, violated any
20 provision of the Oklahoma Alcoholic Beverage Control Act or rule of
21 the ABLE Commission promulgated pursuant hereto. Provided, however,
22 that if the ABLE Commission has, during such twelve-month period,
23 suspended any license sought to be renewed, such renewal application
24 may be approved if the term of the suspension has been completed and

1 the applicant has complied with any special conditions imposed in
2 connection with the suspension;

3 6. That the applicant is in the habit of using alcoholic
4 beverages to excess or is mentally incapacitated;

5 7. That the applicant does not own or have a written lease for
6 the premises for which a license is sought;

7 8. That the applicant, within twelve (12) months next preceding
8 the date of application, has been the holder of a license revoked
9 for cause;

10 9. That the applicant is not the real party in interest, or
11 intends to carry on the business authorized by the license as the
12 agent of another;

13 10. That the applicant, in the case of an application for
14 renewal of any license, would not be eligible for such license on a
15 first application;

16 11. That the applicant is a person who appoints or is a law
17 enforcement official or is an employee of the ABLE Commission;

18 12. That the proposed location of the licensed premises would
19 violate a valid municipal nondiscriminatory zoning ordinance;

20 13. That, in the case of an application for a wine and spirits
21 wholesaler license or beer distributor license, any brewer or
22 manufacturer, including an officer, director or principal
23 stockholder thereof or any partner, has any financial interest in
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1 the business to be conducted under the license, unless otherwise
2 permitted by law;

3 14. That the issuance of the license applied for would result
4 in a violation of any provision of the Oklahoma Alcoholic Beverage
5 Control Act;

6 15. That, in the case of an application for a wine and spirits
7 wholesaler or beer distributor license, the applicant or any
8 partner, or spouse of the applicant or any partner, is the holder or
9 partner of the holder of any other class of license issued under the
10 provisions of the Oklahoma Alcoholic Beverage Control Act, other
11 than an agent or employee license for employment by the applicant,
12 or a storage license, bonded warehouse license, carrier license or
13 private carrier license; provided, nothing shall prohibit a wine and
14 spirits wholesaler, who is otherwise qualified, from maintaining
15 beer distributor licenses in the state, nor a beer distributor, who
16 is otherwise qualified, from maintaining a wine and spirits
17 wholesaler license in the state;

18 16. That, in the case of an application for a retail spirits,
19 retail wine or retail beer license, the applicant or any partner is
20 the holder or partner of the holder, or employee of such holder of
21 any other class of license issued under the provisions of the
22 Oklahoma Alcoholic Beverage Control Act, other than a storage
23 license or an employee license for the proposed licensed premises of
24 the applicant, provided, nothing in this title shall prohibit an

1 applicant for a retail wine and/or retail beer license from
2 maintaining a separate mixed beverage, caterer, mixed
3 beverage/caterer combination license, and/or an on-premises beer and
4 wine license; or

5 17. That the applicant or any partner, spouse, employee or
6 other person affiliated with the applicant is not in compliance with
7 the tax laws of this state as required in Article XXVIII-A of the
8 Oklahoma Constitution.

9 B. The provisions of this section shall not operate to prohibit
10 the issuance of a beer distributor license or a wine and spirits
11 wholesalers license under common ownership to a corporation or
12 partnership, including a limited liability partnership, or limited
13 liability company.

14 SECTION 2. AMENDATORY 54 O.S. 2021, Section 1-1001, is
15 amended to read as follows:

16 Section 1-1001. Nature and Purpose; Statement of Qualification.

17 ~~(a)~~ A. A limited liability partnership is a partnership under
18 the laws of this state and may engage in any business in this state
19 in which a partnership may engage including, but not limited to, the
20 rendering of professional services as defined in paragraph 6 of
21 subsection A of Section 803 of Title 18 of the Oklahoma Statutes or
22 the rendering of related professional services as defined in
23 paragraph 7 of subsection A of Section 803 of Title 18 of the
24 Oklahoma Statutes.

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

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

9 ~~(d)~~ D. After the approval required by subsection ~~(e)~~ C of this
10 section, a partnership may become a limited liability partnership by
11 filing a statement of qualification with the Secretary of State.

12 The statement must contain:

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

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

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

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

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

23 ~~(e)~~ E. The agent of a limited liability partnership for service
24 of process must be an individual resident of this state, a domestic

1 corporation, limited liability company, limited partnership, or
2 limited liability partnership; or a foreign corporation, limited
3 liability company, limited partnership, or limited liability
4 partnership having a place of business and authorized to do business
5 in this state.

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

18 ~~(g)~~ G. The status of a partnership as a limited liability
19 partnership and the liability of its partners is not affected by
20 errors or later changes in the information required to be contained
21 in the statement of qualification under subsection ~~(e)~~ C of this
22 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. A limited liability partnership (LLP) is not defined as a
8 similar entity to a limited liability company (LLC) as such term is
9 used in the Oklahoma Alcoholic Beverage Control Act under Sections
10 1-101 et seq. of Title 37A of the Oklahoma Statutes. An LLP is
11 recognized as a form of partnership subject to the provisions
12 governing partnerships including, but not limited to, the Oklahoma
13 Revised Uniform Partnership Act, Section 1-100 et seq. of this
14 title, whereas an LLC 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 3. This act shall become effective November 1, 2025.

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