

H-8069

1 Amend House File 2320 as follows:

2 1. Page 2, after line 34 by inserting:

3 <DIVISION ____

4 UNIFORM LIMITED PARTNERSHIP ACT

5 Sec. ____ . Section 488.102, subsection 19, Code 2018, is
6 amended to read as follows:

7 19. *"Registered office"* means:

8 ~~a. With respect to a limited partnership,~~ means the office
9 that ~~the a~~ a limited partnership or foreign limited partnership
10 is required to designate and maintain under [section 488.114](#).

11 ~~b. With respect to a foreign limited partnership, its~~
12 ~~principal office.~~

13 Sec. ____ . Section 488.114, Code 2018, is amended to read as
14 follows:

15 **488.114 Registered office and registered agent for service**
16 **of process.**

17 1. A limited partnership or foreign limited partnership
18 shall designate and continuously maintain in this state ~~both~~
19 all of the following:

20 a. A registered office, which need not be a place of its
21 activity in this state.

22 b. A registered agent for service of process.

23 ~~2. A foreign limited partnership shall designate and~~
24 ~~continuously maintain in this state a registered agent for~~
25 ~~service of process.~~

26 ~~3. 2.~~ 2. A registered agent for service of process of a
27 limited partnership or foreign limited partnership must be an
28 one of the following:

29 a. An individual who is a resident of Iowa ~~or other~~ and
30 whose business office is identical with the registered office.

31 b. A person other than an individual authorized to do
32 business in this state whose business office is identical with
33 the registered office.

34 Sec. ____ . Section 488.116, subsections 2 and 3, Code 2018,
35 are amended to read as follows:

1 2. After receiving a statement of resignation, the
2 secretary of state shall file it and mail a copy to the
3 registered office of the limited partnership or foreign limited
4 partnership ~~and another copy to the principal office if the~~
5 ~~address of the office appears in the records of the secretary~~
6 ~~of state and is different from the address of the registered~~
7 office.

8 3. A registered agency agent for service of process is
9 terminated on the date on which the statement of resignation
10 was filed with the secretary of state.

11 Sec. _____. Section 488.809, subsection 1, Code 2018, is
12 amended to read as follows:

13 1. The secretary of state may dissolve a limited partnership
14 administratively if the limited partnership does not, ~~within~~
15 ~~sixty days after the due date,~~ do any of the following:

16 a. Pay, within sixty days after the due date, any fee, tax,
17 or penalty under this chapter or other law due the secretary of
18 state.

19 b. Deliver, within sixty days after the due date, its
20 biennial report ~~to the secretary of state~~ required under
21 section 488.210.

22 c. Designate and continuously maintain a registered office
23 and appoint and maintain a registered agent for service of
24 process as required by section 488.114.

25 d. Deliver for filing a statement of a change under section
26 488.115 within sixty days after the change has occurred.

27 Sec. _____. Section 488.902, subsection 2, Code 2018, is
28 amended to read as follows:

29 2. A foreign limited partnership shall deliver with the
30 completed application a certificate of existence or a record
31 of similar import signed by the secretary of state or other
32 official having custody of the foreign limited partnership's
33 publicly filed records in the state or other jurisdiction under
34 whose law the foreign limited partnership is organized. The
35 certificate of existence or other record described in this

1 subsection must be dated not earlier than ninety days prior to
2 the date the application is filed with the secretary of state.

3 Sec. _____. Section 488.906, subsections 1 and 2, Code 2018,
4 are amended to read as follows:

5 1. A certificate of authority of a foreign limited
6 partnership to transact business in this state may be revoked
7 by the secretary of state in the manner provided in subsections
8 2 and 3 if the foreign limited partnership does not do any of
9 the following:

10 a. Pay, within sixty days after the due date, any fee, tax
11 or penalty under this chapter or other law due the secretary of
12 state.

13 b. Deliver, within sixty days after the due date, its
14 biennial report required under section 488.210.

15 c. ~~Appoint~~ Designate and continuously maintain a registered
16 office and appoint and maintain a registered agent for service
17 of process as required by section 488.114, ~~subsection 2~~.

18 d. Deliver for filing a statement of a change under section
19 488.115 within ~~thirty~~ sixty days after a the change has
20 occurred ~~in the name or address of the registered agent for~~
21 ~~service of process~~.

22 2. In order to revoke a certificate of authority, the
23 secretary of state must prepare, sign, and file a notice of
24 revocation and send a copy to the foreign limited partnership's
25 registered agent for service of process in this state, or
26 if the foreign limited partnership does not appoint and
27 maintain a proper agent in this state, to the foreign limited
28 partnership's ~~registered~~ principal office. The notice must
29 state all of the following:

30 a. The revocation's effective date, which must be at least
31 sixty days after the date the secretary of state sends the
32 copy.

33 b. The foreign limited partnership's ~~failures~~ failure
34 to comply with subsection 1 which ~~are~~ is the reason for the
35 revocation.

1 offense.>

2 2. Title page, by striking lines 4 and 5 and inserting
3 <farming, the powers and duties of the office of secretary of
4 state, the liability of corporate directors, and commercial
5 transactions involving creditors, providing for fees, and
6 providing for penalties.>

7 3. By renumbering as necessary.

GUSTAFSON of Madison