

2013 -- H 5729

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STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2013

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A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS, AND PARTNERSHIPS

Introduced By: Representatives Keable, Kazarian, Blazejewski, Kennedy, and Edwards

Date Introduced: February 28, 2013

Referred To: House Corporations

(Secretary of State)

It is enacted by the General Assembly as follows:

1 SECTION 1. Section 7-13-10 and 7-13-53 of the General Laws in Chapter 7-13 entitled
2 "Limited Partnerships" are hereby amended to read as follows:

3 **7-13-10. Cancellation of certificate.** -- A certificate of limited partnership is cancelled
4 upon the dissolution and the commencement of winding up of the partnership or at any other time
5 there are no limited partners, or upon the conversion of a limited partnership to a limited liability
6 company. [When all fees and taxes have been paid to the tax administrator, a](#) ~~A~~ certificate of
7 cancellation shall be filed in the office of the secretary of state and state:

- 8 (1) The name of the limited partnership;
- 9 (2) The date of filing of its certificate of limited partnership or certificate of conversion
10 from a limited partnership to a limited liability company, as the case may be;
- 11 (3) The reason for filing the certificate of cancellation;
- 12 (4) The effective date (which shall be a date certain) of cancellation if it is not to be
13 effective upon the filing of the certificate; and
- 14 (5) Any other information the general partners filing the certificate determine.

15 **7-13-53. Cancellation of registration.** -- [When all fees and taxes have been paid to the](#)
16 [tax administrator, a](#) ~~A~~ foreign limited partnership may cancel its registration by filing with the
17 secretary of state a certificate of cancellation signed and sworn to by a general partner. In filing a
18 certificate of cancellation the foreign limited partnership revokes the authority of its registered
19 agent to accept service of process and consents that service of process in any action, suit or

1 proceeding based upon any cause of action arising in this state during the time the foreign limited
2 partnership was authorized to transact business in this state may subsequently be made on the
3 foreign limited partnership by service on the secretary of state. The certificate of cancellation
4 must include the post office address to which the secretary of state may mail a copy of any
5 process against the foreign limited partnership that is served on the secretary of state.

6 SECTION 2. This act shall take effect upon passage.

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EXPLANATION
BY THE LEGISLATIVE COUNCIL
OF

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- 1 This act would permit limited partnerships to file a certificate of cancellation when all
- 2 fees and taxes have been paid to the tax administrator.
- 3 This act would take effect upon passage.

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