

1 ENGROSSED SENATE AMENDMENT
TO
2 ENGROSSED HOUSE
BILL NO. 2565

By: Osburn of the House

and

Daniels of the Senate

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7 [partnerships - limited liability partnerships -
8 state actors - classification of entities -
9 effective date]
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13 AMENDMENT NO. 1. Page 1, strike the stricken title, enacting clause
14 and entire bill and insert

15 "An Act relating to alcoholic beverages; amending 37A
16 O.S. 2021, Section 2-156, which relates to
17 limitations on ownership interests in package stores
18 and retail spirits licenses; updating statutory
19 language; allowing certain partnership to hold
20 certain license; allowing certain conversion without
21 requiring certain actions; requiring certain notice
22 to Alcoholic Beverage Laws Enforcement Commission;
23 requiring certain disclosure by certain partner; and
24 providing an effective date.

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

SECTION 1. AMENDATORY 37A O.S. 2021, Section 2-156, is
amended to read as follows:

1 Section 2-156. A. No retail spirits license shall be issued to
2 a corporation, limited liability company or similar business entity.
3 No person may own any interest in more than two package stores;
4 provided, a spouse of a retail spirits license holder may hold a
5 separate interest in up to two ~~(2)~~ package stores. For the purpose
6 only of establishing whether or not a person owns an interest in
7 more than one package store, any person having a beneficial interest
8 in any package store shall be deemed to be a partner in the package
9 store except that the spouse of any retail spirits license holder or
10 partner shall not be deemed to be a partner or have a beneficial
11 interest in a package store unless his or her name appears on the
12 license. A beneficial interest shall be any interest that benefits
13 from any sales or profits of the package store.

14 B. For purposes of this section, any spouse of a retail spirits
15 license holder shall not hold another license provided for pursuant
16 to the Oklahoma Alcoholic Beverage Control Act, except a retail wine
17 license, retail beer license, on-premises beer and wine license,
18 mixed beverage license, a caterer's license or a retail spirits
19 license.

20 C. Package stores licensed under the Oklahoma Alcoholic
21 Beverage Control Act may sell only alcoholic beverages in retail
22 containers as defined in Section 1-103 of this title, in the
23 original package for consumption off the premises; provided, that
24 package stores licensed under the Oklahoma Alcoholic Beverage

1 Control Act that are also mixed beverage licensees shall not be
2 prohibited from the exercise of the authorities granted to them by
3 Section 2-110 of this title. All retail sales shall be made on the
4 licensed premises and all deliveries off the premises, at retail, of
5 intoxicating liquor or beer are hereby prohibited. Provided, a
6 holder of a ~~Retail Spirits License~~ retail spirits license shall be
7 permitted to sell at retail any item that may be purchased at a
8 grocery store or convenience store, as defined by law, except for
9 motor fuel, so long as the sale of items other than alcoholic
10 beverages ~~de~~ does not comprise more than twenty percent (20%) of the
11 holder's monthly sales.

12 D. A limited partnership or a limited liability partnership may
13 hold a retail spirits license. If an existing retail spirits
14 licensee is organized as a limited partnership, the licensee may
15 convert to a limited liability partnership at any time without the
16 need to reapply for a license or suspend business operations, as
17 long as the licensee notifies the Alcoholic Beverage Laws
18 Enforcement (ABLE) Commission of the conversion within ninety (90)
19 days of the conversion. Each partner of a limited partnership or a
20 limited liability partnership shall be fully disclosed to the ABLE
21 Commission and shall be a natural person. Nothing in this section
22 shall be construed to permit a limited partnership or a limited
23 liability partnership holding a retail spirits license to be owned
24

1 by a corporation, limited liability company, or other partnership
2 authorized under the laws of this state.

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

4 Passed the Senate the 8th day of May, 2025.

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6 _____
7 Presiding Officer of the Senate

8 Passed the House of Representatives the ____ day of _____,
9 2025.

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11 _____
12 Presiding Officer of the House
13 of Representatives
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12 BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

13 SECTION 3. AMENDATORY 54 O.S. 2021, Section 1-1001, is
14 amended to read as follows:

15 Section 1-1001. ~~(a)~~ A. A limited liability partnership is a
16 partnership under the laws of this state and may engage in any
17 business in this state in which a partnership may engage including,
18 but not limited to, the rendering of professional services as
19 defined in paragraph 6 of subsection A of Section 803 of Title 18 of
20 the Oklahoma Statutes or the rendering of related professional
21 services as defined in paragraph 7 of subsection A of Section 803 of
22 Title 18 of the Oklahoma Statutes.

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

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

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

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

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

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

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

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

21 ~~(e)~~ E. The agent of a limited liability partnership for service
22 of process must be an individual resident of this state, a domestic
23 corporation, limited liability company, limited partnership, or
24 limited liability partnership; or a foreign corporation, limited

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

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

16 ~~(g)~~ G. The status of a partnership as a limited liability
17 partnership and the liability of its partners is not affected by
18 errors or later changes in the information required to be contained
19 in the statement of qualification under subsection ~~(e)~~ C of this
20 section.

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

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

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

SECTION 4. This act shall become effective November 1, 2025.

Passed the House of Representatives the 25th day of March, 2025.

Presiding Officer of the House
of Representatives

Passed the Senate the day of , 2025.

Presiding Officer of the Senate