

1 ENGROSSED SENATE
2 BILL NO. 1641

By: Daniels of the Senate

and

Strom of the House

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6 An Act relating to business entities; amending 18
7 O.S. 2021, Sections 2005, as amended by Section 3,
8 Chapter 121, O.S.L. 2024, 2043, and 2055.2, as
9 amended by Section 21, Chapter 121, O.S.L. 2024 (18
10 O.S. Supp. 2025, Sections 2005 and 2055.2) which
11 relate to the Oklahoma Limited Liability Company Act;
12 requiring submission of electronic mail address of
13 certain agents or entities to the Secretary of State;
14 amending 54 O.S. 2021, Sections 500-201A, 500-210A,
15 and 500-902A, which relate to the Uniform Limited
16 Partnership Act of 2010; requiring submission of
17 electronic mail address of certain agents or entities
18 to the Secretary of State; updating statutory
19 references; updating statutory language; and
20 providing an effective date.

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

SECTION 1. AMENDATORY 18 O.S. 2021, Section 2005, as
amended by Section 3, Chapter 121, O.S.L. 2024 (18 O.S. Supp. 2025,
Section 2005), is amended to read as follows:

Section 2005. A. The articles of organization shall set forth:

1. The name of the limited liability company;

2. The term of the existence of the limited liability company

which may be perpetual; and

1 3. The street address of its principal place of business,
2 wherever located, and the name, electronic mail address, and street
3 address of its registered agent which shall be identical to its
4 registered office in this state.

5 B. If the limited liability company is to establish two or more
6 series of members, managers or membership interests having separate
7 rights, powers or duties as provided under Section 2054.4 of this
8 title or Section ~~14~~ 2054.5 of this ~~act~~ title and the debts,
9 liabilities and obligations incurred, contracted for or otherwise
10 existing with respect to a particular series are to be enforceable
11 against the assets of the series only, the articles of organization
12 shall set forth a notice of the limitation on liabilities of the
13 series.

14 C. The articles of organization may set forth any other matters
15 the members determine to include. It is not necessary to set out in
16 the articles of organization any of the powers enumerated in Section
17 2000 et seq. of this title.

18 SECTION 2. AMENDATORY 18 O.S. 2021, Section 2043, is
19 amended to read as follows:

20 Section 2043. Before transacting business in this state, a
21 foreign limited liability company shall register with the Office of
22 the Secretary of State. In order to register, a foreign limited
23 liability company shall:

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1 1. Pay to the Secretary of State a registration fee required by
2 Section ~~56~~ 2055 of this ~~act~~ title;

3 2. Provide the Secretary of State with an original certificate
4 from the certifying officer of the jurisdiction of the foreign
5 limited liability company's organization attesting to the foreign
6 limited liability company's organization under the laws of such
7 jurisdiction; and

8 3. Submit to the Office of the Secretary of State an
9 application in duplicate for registration as a foreign limited
10 liability company, signed by a manager, member, or other person, and
11 setting forth:

12 a. the name of the foreign limited liability company and,
13 if different, the name under which it proposes to
14 transact business in this state,

15 b. the state or other jurisdiction and date of its
16 organization,

17 c. the name, electronic mail address, and street address
18 of a registered agent in this state which agent shall
19 be an individual resident of this state, or a domestic
20 or qualified foreign corporation, limited liability
21 company, or limited partnership. Each registered
22 agent shall maintain a business office identical with
23 the registered office which is open during regular
24 business hours to accept service of process and

1 otherwise perform the functions of a registered agent.
2 If an additional registered agent is designated,
3 service of process shall be on that agent and not on
4 the Secretary of State,

5 d. a statement that the Office of the Secretary of State
6 is appointed the agent of the foreign limited
7 liability company for service of process if no agent
8 has been appointed under subparagraph c of this
9 paragraph, or if appointed, the agent's authority has
10 been revoked or if the agent cannot be found or served
11 with the exercise of reasonable diligence,

12 e. the address of the office required to be maintained in
13 the state of its organization by the laws of that
14 state or, if not so required, of the principal office
15 of the foreign limited liability company, and

16 f. such additional information as may be necessary or
17 appropriate in order to enable the Office of the
18 Secretary of State to determine whether such limited
19 liability company is entitled to transact business in
20 this state.

21 SECTION 3. AMENDATORY 18 O.S. 2021, Section 2055.2, as
22 amended by Section 21, Chapter 121, O.S.L. 2024 (18 O.S. Supp. 2025,
23 Section 2055.2), is amended to read as follows:

24 Section 2055.2.

1 ANNUAL CERTIFICATE FOR DOMESTIC LIMITED LIABILITY COMPANY AND
2 FOREIGN LIMITED LIABILITY COMPANY

3 A. Every domestic limited liability company and every foreign
4 limited liability company registered to do business in this state
5 shall file a certificate each year in the Office of the Secretary of
6 State, which confirms it is an active business and includes its
7 principal place of business address and electronic mail address, and
8 shall pay an annual certificate fee of Twenty-five Dollars (\$25.00).

9 B. The annual certificate shall be due on the anniversary date
10 of filing the articles of organization, articles of registered
11 series, or registration, ~~as the case may be~~, until cancellation of
12 the articles of organization or articles of registered series or
13 withdrawal of the registration.

14 C. The Secretary of State shall, at least sixty (60) days
15 before the anniversary date of each year, cause a notice of the
16 annual certificate to be sent to each domestic limited liability
17 company and registered series and each foreign limited liability
18 company and registered series required to comply with the provisions
19 of this section to its last known electronic mail address of record
20 with the Secretary of State.

21 D. A domestic limited liability company or registered series or
22 foreign limited liability company or registered series that fails to
23 file the annual certificate and pay the annual certificate fee
24 within sixty (60) days after the date due shall cease to be in good

1 standing as a domestic limited liability company or registered
2 series or registered as a foreign limited liability company or
3 registered series in this state.

4 E. Except for accepting a resignation of a registered agent
5 when a successor registered agent is not being appointed or an
6 application for reinstatement, the Secretary of State shall not
7 accept for filing any certificate or articles, or issue any
8 certificate of good standing, in respect to any domestic limited
9 liability company or registered series that has ceased to be in good
10 standing or foreign limited liability company or registered series
11 that has ceased to be registered, unless or until the domestic
12 limited liability company or registered series has been reinstated
13 in good standing or the foreign limited liability company or
14 registered series has been reinstated as a foreign limited liability
15 company or registered series duly registered in this state.

16 F. A domestic limited liability company or registered series
17 that has ceased to be in good standing or a foreign limited
18 liability company or registered series that has ceased to be
19 registered in this state may not maintain any action, suit or
20 proceeding in any court of this state until the domestic limited
21 liability company or registered series has been reinstated in good
22 standing or the foreign limited liability company or registered
23 series has been reinstated as a foreign limited liability company or
24 registered series duly registered in this state. An action, suit or

1 proceeding may not be maintained in any court of this state by any
2 successor or assignee of the domestic limited liability company or
3 registered series or foreign limited liability company or registered
4 series on any right, claim or demand arising out of the transaction
5 of business by the domestic limited liability company or registered
6 series after it has ceased to be in good standing or a foreign
7 limited liability company or registered series that has ceased to be
8 registered in this state until the domestic limited liability
9 company or registered series or foreign limited liability company or
10 registered series, or any person that has acquired all or
11 substantially all of its assets, has caused the limited liability
12 company or registered series to be reinstated in good standing or as
13 a foreign limited liability company or registered series duly
14 registered in this state, as applicable.

15 SECTION 4. AMENDATORY 54 O.S. 2021, Section 500-201A, is
16 amended to read as follows:

17 Section 500-201A.

18 FORMATION OF LIMITED PARTNERSHIP; CERTIFICATE OF LIMITED
19 PARTNERSHIP.

20 (a) In order for a limited partnership to be formed, a
21 certificate of limited partnership must be delivered to the
22 Secretary of State for filing. The certificate must state:

23 (1) the name of the limited partnership, which must comply with
24 Section ~~§~~ 500-108A of this ~~act~~ title;

1 (2) the electronic mail address and the street and mailing
2 address of the initial designated office and the name, electronic
3 mail address, and street and mailing address of the initial agent
4 for service of process;

5 (3) the name, electronic mail address, and the street and
6 mailing address of each general partner;

7 (4) whether the limited partnership is a limited liability
8 limited partnership;

9 (5) the term of its duration if the duration is not to be
10 perpetual; and

11 (6) any additional information required by ~~Article 11~~ Sections
12 500-1101A through 500-1113A of this ~~act~~ title.

13 (b) A certificate of limited partnership may also contain any
14 other matters but may not vary or otherwise affect the provisions
15 specified in subsection (b) of Section ~~10~~ 500-110A of this ~~act~~ title
16 in a manner inconsistent with that section.

17 (c) If there has been substantial compliance with subsection
18 (a) of this section, subject to subsection (c) of Section ~~24~~ 500-
19 206A of this ~~act~~ title, a limited partnership is formed when the
20 Secretary of State files the certificate of limited partnership.

21 (d) Subject to subsection (b) of this section, if any provision
22 of a partnership agreement is inconsistent with the filed
23 certificate of limited partnership or with a filed statement of
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1 dissociation, cessation, or change or filed articles of conversion
2 or merger:

3 (1) the partnership agreement prevails as to partners and
4 transferees; and

5 (2) the filed certificate of limited partnership, statement of
6 dissociation, cessation, or change or articles of conversion or
7 merger prevail as to persons, other than partners and transferees,
8 that reasonably rely on the filed record to their detriment.

9 SECTION 5. AMENDATORY 54 O.S. 2021, Section 500-210A, is
10 amended to read as follows:

11 Section 500-210A.

12 ANNUAL CERTIFICATE FOR SECRETARY OF STATE.

13 (a) A limited partnership or a foreign limited partnership
14 authorized to transact business in this state shall deliver to the
15 Secretary of State for filing an annual certificate that states:

16 (1) the name of the limited partnership or foreign limited
17 partnership;

18 (2) the street, mailing address and electronic mail address of
19 its designated office and the name, electronic mail address, and
20 street and mailing address of its agent for service of process in
21 this state; and

22 (3) in the case of a foreign limited partnership, the state or
23 other jurisdiction under whose law the foreign limited partnership
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1 is formed and any fictitious name adopted under subsection (a) of
2 Section 500-905A of this title.

3 (b) Information in an annual certificate must be current as of
4 the date the annual certificate is delivered to the Secretary of
5 State for filing.

6 (c) The annual certificate is due on the anniversary date of
7 the filing of the certificate of limited partnership or certificate
8 of authority of a foreign limited partnership until cancellation of
9 the certificate of limited partnership or certificate of authority.

10 (d) The Secretary of State shall, at least sixty (60) days
11 before the anniversary date of each year, cause a notice of the
12 annual certificate to be sent to each domestic limited partnership
13 and each foreign limited partnership required to comply with the
14 provisions of this section to the last known electronic mail address
15 of record with the Secretary of State.

16 SECTION 6. AMENDATORY 54 O.S. 2021, Section 500-902A, is
17 amended to read as follows:

18 Section 500-902A.

19 APPLICATION FOR CERTIFICATE OF AUTHORITY.

20 (a) A foreign limited partnership may apply for a certificate
21 of authority to transact business in this state by delivering an
22 application to the Secretary of State for filing. The application
23 must state:

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1 (1) the name of the foreign limited partnership and, if the
2 name does not comply with Section § 500-108A of this ~~act~~ title, a
3 fictitious name adopted pursuant to subsection (a) of Section ~~79~~
4 500-905A of this ~~act~~. title;

5 (2) the name of the state or other jurisdiction under whose law
6 the foreign limited partnership is organized;

7 (3) the electronic mail address, and the street and mailing
8 address of the foreign limited partnership's principal office and,
9 if the laws of the jurisdiction under which the foreign limited
10 partnership is organized require the foreign limited partnership to
11 maintain an office in that jurisdiction, the electronic mail
12 address, and the street and mailing address of the required office;

13 (4) the name, electronic mail address, and street and mailing
14 address of the foreign limited partnership's initial agent for
15 service of process in this state;

16 (5) a statement that the Secretary of State is appointed the
17 agent of the foreign limited partnership for service of process if
18 no agent has been appointed pursuant to paragraph (4) of this
19 subsection or, if appointed, the agent's authority has been revoked
20 or if the agent cannot be found or served with the exercise of
21 reasonable diligence;

22 (6) the name, electronic mail address, and street and mailing
23 address of each of the foreign limited partnership's general
24 partners; and

1 (7) whether the foreign limited partnership is a foreign
2 limited liability limited partnership.

3 (b) A foreign limited partnership shall deliver with the
4 completed application a certificate of good standing or existence or
5 a record of similar import signed by the Secretary of State or other
6 official having custody of the foreign limited partnership's
7 publicly filed records in the state or other jurisdiction under
8 whose law the foreign limited partnership is organized.

9 SECTION 7. This act shall become effective November 1, 2026.

10 Passed the Senate the 2nd day of March, 2026.

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Presiding Officer of the Senate

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14 Passed the House of Representatives the ____ day of _____,

15 2026.

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Presiding Officer of the House
of Representatives

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