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DELAWARE STATE SENATE  
153rd GENERAL ASSEMBLY

SENATE BILL NO. 96

AN ACT TO AMEND TITLE 6 OF THE DELAWARE CODE RELATING TO THE DELAWARE REVISED  
UNIFORM PARTNERSHIP ACT.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF DELAWARE:

1 Section 1. Amend § 15-111, Title 6 of the Delaware Code by making deletions as shown by strike through and  
2 insertions as shown by underline as follows:

3 § 15-111. Registered office; registered agent.

4 (e)(1) Every registered agent shall:

5 ~~(1)~~a. If an entity, maintain a business office in the State of Delaware which is generally open, or if an  
6 individual, be generally present at a designated location in the State of Delaware, at sufficiently frequent times to  
7 accept service of process and otherwise perform the functions of a registered agent;

8 ~~(2)~~b. If a foreign entity, be authorized to transact business in the State of Delaware;

9 ~~(3)~~c. Accept service of process and other communications directed to the partnerships for which it serves  
10 as registered agent and forward same to the partnership to which the service or communication is directed;

11 ~~(4)~~d. Forward to the partnerships for which it serves as registered agent the statement for the annual tax  
12 described in § 15-1208 of this title or an electronic notification of same in a form satisfactory to the Secretary of  
13 State; and

14 ~~(5)~~e. Satisfy and adhere to regulations established by the Secretary regarding the verification of both the  
15 identity of the entity's contacts and individuals for which the registered agent maintains a record for the reduction  
16 of risk of unlawful business purposes.

17 (2) A registered agent may not perform its duties or functions solely through the use of a virtual office, the  
18 retention by the agent of a mail forwarding service, or both. For purposes of this paragraph (e)(2), "virtual office"  
19 means the performance of duties or functions solely through the internet or solely through other means of remote  
20 communication.

21 Section 2. Amend § 15-118, Title 6 of the Delaware Code by making deletions as shown by strike through and  
22 insertions as shown by underline as follows:

23 § 15-118. Statement or certificate of correction; corrected statement or certificate.

24 (a) Whenever any statement or certificate authorized to be filed with the Secretary of State under any provision of  
25 this chapter has been so filed and is an inaccurate record of the action therein referred to, or was defectively or erroneously  
26 executed, such statement or certificate may be corrected or nullified by filing with the Secretary of State a statement or  
27 certificate of correction of such statement or certificate. ~~The~~ If the statement or certificate is to be corrected, the statement  
28 or certificate of correction shall specify the inaccuracy or defect to be corrected, shall set forth the portion of the statement  
29 or certificate in corrected form and shall be executed and filed as required by this chapter. If the statement or certificate is to  
30 be nullified, the statement or certificate of correction shall specify the inaccuracy or defect with respect to the statement or  
31 certificate, shall provide for the nullification of the statement or certificate, and shall be executed and filed as required by  
32 this chapter. The statement or certificate of correction shall be effective as of the date the original statement or certificate  
33 was filed, except as to those persons who are substantially and adversely affected by the correction or nullification, and as  
34 to those persons the statement or certificate of correction shall be effective from the filing date.

35 Section 3. Amend § 15-202, Title 6 of the Delaware Code by making deletions as shown by strike through and  
36 insertions as shown by underline as follows:

37 § 15-202. Formation of partnership; powers.

38 (g) Any act or transaction that may be taken by or in respect of a partnership under this chapter or a partnership  
39 agreement, including, in either case, any act or transaction by any partner or other person, whether the partner or other  
40 person is acting in the partner's or other person's individual capacity or on behalf of the partnership, but that is void or  
41 voidable when taken, may be ratified (or the failure to comply with any requirements of the partnership agreement making  
42 such act or transaction void or voidable may be waived) by the partners or other persons whose approval would be required  
43 under the partnership agreement (i) for such act or transaction to be validly taken, or (ii) to amend the partnership  
44 agreement in a manner that would permit such act or transaction to be validly taken, in each case at the time of such  
45 ratification or ~~waiver; provided, that if~~ waiver. Any such ratification or waiver may be express or implied, including by the  
46 statements, action, inaction, or acquiescence of or by such partners or other persons. If the void or voidable act or  
47 transaction was the issuance or assignment of any partnership interests, the partnership interests purportedly issued or  
48 assigned shall be deemed not to have been issued or assigned for purposes of determining whether the void or voidable act  
49 or transaction was ratified or waived pursuant to this subsection. Any act or transaction ratified, or with respect to which the  
50 failure to comply with any requirements of the partnership agreement is waived, pursuant to this subsection shall be  
51 deemed validly taken at the time of such act or transaction. If an amendment to the partnership agreement to permit any  
52 such act or transaction to be validly taken would require notice to any partners or other persons under the partnership

53 agreement and the ratification or waiver of such act or transaction is effectuated pursuant to this subsection by the partners  
54 or other persons whose approval would be required to amend the partnership agreement, notice of such ratification or  
55 waiver shall be given following such ratification or waiver to the partners or other persons who would have been entitled to  
56 notice of such an amendment and who have not otherwise received notice of, or participated in, such ratification or ~~waiver~~  
57 waiver; provided that the giving of the notice is not a condition to the effectiveness of such ratification or waiver. The  
58 provisions of this subsection shall not be construed to limit the accomplishment of a ratification or waiver of a void or  
59 voidable act by other means permitted by law. Upon application of the partnership which is formed under the laws of the  
60 State of Delaware or doing business in the State of Delaware, any partner of such a partnership or any person claiming to be  
61 substantially and adversely affected by a ratification or waiver pursuant to this subsection (excluding any harm that would  
62 have resulted if such act or transaction had been valid when taken), the Court of Chancery may hear and determine the  
63 validity and effectiveness of the ratification of, or waiver with respect to, any void or voidable act or transaction effectuated  
64 pursuant to this subsection, and in any such application, the partnership shall be named as a party, and no other party need  
65 be joined in order for the Court to adjudicate the validity and effectiveness of the ratification or waiver, and the Court may  
66 make such order respecting further or other notice of such application as it deems proper under these circumstances;  
67 provided, that nothing herein limits or affects the right to serve process in any other manner now or hereafter provided by  
68 law, and this sentence is an extension of and not a limitation upon the right otherwise existing of service of legal process  
69 upon nonresidents.

70 Section 4. Amend § 15-902, Title 6 of the Delaware Code by making deletions as shown by strike through and  
71 insertions as shown by underline as follows and by redesignating accordingly:

72 § 15-902. Merger or consolidation.

73 (c) Except in the case of a merger under subsection (m) of this section, if a domestic partnership is merging or  
74 consolidating under this section, (i) if the domestic partnership has not filed a statement of partnership existence, then the  
75 domestic partnership shall file a statement of partnership existence and (ii) the domestic partnership or other business entity  
76 surviving or resulting in or from the merger or consolidation shall file a certificate of merger or consolidation executed by  
77 at least 1 partner or by 1 or more authorized persons on behalf of the domestic partnership when it is the surviving or  
78 resulting entity with the Secretary of State. The certificate of merger or consolidation shall state:

79 (1) The name, jurisdiction of formation or organization and type of entity of each of the domestic partnerships  
80 and other business entities which is to merge or consolidate;

81 (2) That an agreement of merger or consolidation has been approved and executed by each of the domestic  
82 partnerships and other business entities which is to merge or consolidate;

83 (3) The name of the surviving or resulting domestic partnership or other business entity;  
84 (4) In the case of a merger in which a domestic partnership is the surviving entity, such amendments, if any, to  
85 the statement of partnership existence of the surviving domestic partnership (and in the case of a surviving domestic  
86 partnership that is a limited liability partnership, to the statement of qualification of such surviving domestic  
87 partnership) as are desired to be effected by the merger (which amendments may amend and restate the statement of  
88 partnership existence of the surviving domestic partnership in its entirety);

89 (5) In the case of a consolidation in which the resulting entity is a domestic partnership, that the statement of  
90 partnership existence of the resulting domestic partnership shall be as set forth in an attachment to the certificate of  
91 consolidation;

92 ~~(5)(6)~~ The future effective date or time (which shall be a date or time certain) of the merger or consolidation if  
93 it is not to be effective upon the filing of the certificate of merger or consolidation;

94 ~~(6)(7)~~ That the agreement of merger or consolidation is on file at a place of business of the surviving or  
95 resulting domestic partnership or other business entity, and shall state the address thereof;

96 ~~(7)(8)~~ That a copy of the agreement of merger or consolidation will be furnished by the surviving or resulting  
97 domestic partnership or other business entity, on request and without cost, to any partner of any domestic partnership  
98 or any person holding an interest in any other business entity which is to merge or consolidate; and

99 ~~(8)(9)~~ If the surviving or resulting entity is not formed, organized or created under the laws of the State of  
100 Delaware, a statement that such surviving or resulting entity agrees that it may be served with process in the State of  
101 Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic partnership which is  
102 to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any  
103 such action, suit or proceeding and specifying the address to which a copy of such process shall be mailed to it by the  
104 Secretary of State. In the event of service hereunder upon the Secretary of State, the procedures set forth in § 15-113(b)  
105 of this title shall be applicable, except that the plaintiff in any such action, suit or proceeding shall furnish the Secretary  
106 of State with the address specified in the certificate of merger or consolidation provided for in this section and any  
107 other address which the plaintiff may elect to furnish, together with copies of each process as required by the Secretary  
108 of State, and the Secretary of State shall notify such surviving or resulting entity at all such addresses furnished by the  
109 plaintiff in accordance with the procedures set forth in § 15-113(b) of this title.

110 Section 5. Amend § 15-1102, Title 6 of the Delaware Code by making deletions as shown by strike through and  
111 insertions as shown by underline as follows and by redesignating accordingly:

112 § 15-1102. Amendments to application.

113 (a) Before doing business in the State of Delaware, a foreign limited liability partnership shall register with the  
114 Secretary of State by filing:

115 (1) A statement of foreign qualification which must contain:

116 a. The name of the foreign limited liability partnership which (i) satisfies the requirements of the state,  
117 territory, possession or other jurisdiction or country under whose law it is formed, (ii) ends with the words  
118 “Registered Limited Liability Partnership” or “Limited Liability Partnership,” the abbreviation “R.L.L.P.” or  
119 “L.L.P.” or the designation “RLLP” or “LLP” and (iii) complies with § 15-108(c) and (d) of this title;

120 b. The state, territory, possession or other jurisdiction or country where formed, the date of its formation  
121 and a statement from a partner that, as of the date of filing, the foreign limited liability partnership validly exists as  
122 a limited liability partnership under the laws of the jurisdiction of its formation;

123 ~~b.c.~~ The address of the registered office and the name and address of the registered agent for service of  
124 process required to be maintained by § 15-111 of this title;

125 ~~e.d.~~ The number of partners of the partnership at the time of the effectiveness of the statement of foreign  
126 qualification; and

127 ~~d.e.~~ The future effective date or time (which shall be a date or time certain) of the statement of foreign  
128 qualification if it is not to be effective upon the filing of the statement of foreign qualification.

129 Section 6. Amend § 15-1208, Title 6 of the Delaware Code by making deletions as shown by strike through and  
130 insertions as shown by underline as follows:

131 § 15-1208. Annual tax of partnership.

132 (b) The annual tax shall be due and payable on the first day of June following the close of the calendar year or  
133 upon the cancellation of a statement of partnership existence. If a statement of partnership existence will be cancelled  
134 pursuant to the filing of a statement or certificate under this chapter, the full amount of the annual tax for the calendar year  
135 in which the statement or certificate becomes effective is due and payable before the filing of the statement or certificate.

136 The Secretary of State shall receive the annual tax and pay over all taxes collected to the Department of Finance of the State  
137 of Delaware. If the annual tax remains unpaid after the due date established by subsection (d) of this section, the tax shall  
138 bear interest at the rate of 1 1/2% for each month or portion thereof until fully paid.

139 Section 7. This Act takes effect on August 1, 2025.

#### SYNOPSIS

This Act continues the practice of amending periodically the Delaware Revised Uniform Partnership Act (“GP Act”) to keep it current and to maintain its national preeminence. The following is a section-by-section review of proposed amendments to the GP Act.

Section 1 amends § 15-111(e) of the GP Act, which addresses certain duties of a registered agent of a partnership. Amended § 15-111(e) specifies that a registered agent may not perform its duties or functions solely through the use of a virtual office, the retention by the agent of a mail forwarding service, or both. Amended § 15-111(e) defines “virtual office” as the performance of duties or functions solely through the internet or solely through other means of remote communication.

Section 2 amends § 15-118(a) of the GP Act, which provides for the correction of statements and certificates filed with the Secretary of State. The amendment confirms that, in addition to correcting a previously filed statement or certificate, a statement or certificate of correction may nullify a previously filed statement or certificate by specifying the inaccuracy or defect with respect to such previously filed statement or certificate and providing that the previously filed statement or certificate is nullified. Such a provision is sufficient if it states that the previously filed statement or certificate is nullified or void or uses words of similar meaning.

Section 3 amends § 15-202(g) of the GP Act to provide that § 15-202(g) applies to ratification or waiver of a void or voidable act or transaction by any partner or other person in respect of a partnership, in addition to acts or transactions by a partnership. This Section also amends § 15-202(g) to provide that ratification or waiver pursuant to § 15-202(g) may be express or implied, including by the statements, action, inaction, or acquiescence of or by partners or other persons. Further, this Section amends § 15-202(g) to clarify that in a circumstance in which § 15-202(g) requires notice of the ratification or waiver to be given, the giving of the notice is not a condition to the effectiveness of the ratification or waiver. The amendments to § 15-202(g) in this Section are intended to provide rules different from the rules applied in existing case law that § 18-106(e) of the Delaware Limited Liability Company Act, which is the same in all material respects as § 15-202(g), is limited to ratification or waiver of a limited liability company’s own acts and transactions and that § 18-106(e) of the Delaware Limited Liability Company Act does not apply to ratification or waiver by conduct.

Section 4 amends § 15-902(c) of the GP Act to provide that a statement of partnership existence must be attached to a certificate of consolidation for a consolidation in which the resulting entity from such consolidation is a domestic partnership.

Section 5 amends § 15-1102(a) of the GP Act to require that a statement of foreign qualification of a foreign limited liability partnership include the state, territory, possession or other jurisdiction or country where the foreign limited liability partnership was formed, the date of its formation and a statement from a partner that, as of the date of filing, the foreign limited liability partnership validly exists as a limited liability partnership under the laws of the jurisdiction of its formation. This Section also amends § 15-1102(a) to clarify that the number of partners required to be stated in a statement of foreign qualification is the number of partners of the foreign limited liability partnership at the time of the effectiveness of the statement of foreign qualification.

Section 6 amends § 15-1208(b) of the GP Act to confirm that if a statement of partnership existence will be cancelled pursuant to the filing of a statement or certificate under the GP Act, the full amount of the annual tax for the calendar year in which the statement or certificate becomes effective is due and payable before the filing of such statement or certificate.

Section 7 provides that the amendments to the GP Act take effect on August 1, 2025.

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