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2001 MAY -2 P 11: 25

OFFICE WEST VIRGINIA  
SECRETARY OF STATE

# WEST VIRGINIA LEGISLATURE

FIRST REGULAR SESSION, 2001

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**ENROLLED**

COMMITTEE SUBSTITUTE  
FOR  
**House Bill No. 2738**

(By Delegates Cann, Coleman, Campbell,  
Vamer, Beane, Kominar and Fahey)

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Passed April 12, 2001

In Effect Ninety Days from Passage

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FOR

**H. B. 2738**

(BY DELEGATES CANN, COLEMAN, CAMPBELL,  
VARNER, BEANE, KOMINAR AND FAHEY)

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[Passed April 12, 2001; in effect ninety days from passage.]

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AN ACT to amend and reenact article one, chapter thirty-one-b of the code of West Virginia, one thousand nine hundred thirty-one, as amended, by adding thereto a new section designated section one hundred thirteen; to amend and reenact section one, article nine, chapter forty-seven; and to amend and reenact section one, article one, chapter forty-seven-b of this code all relating to adding the terms "limited liability company" and "professional limited liability company" to the definition of "person" in certain code provisions relating to limited partnerships or partnerships.

*Be it enacted by the Legislature of West Virginia:*

That article one, chapter thirty-one-b of the code of West Virginia, one thousand nine hundred thirty-one, as amended be amended, by adding thereto a new section designated section one

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hundred thirteen; that section one, article nine, chapter forty-seven be amended and reenacted; and that section one, article one, chapter forty-seven-b of this code be amended and reenacted all to read as follows:

## **CHAPTER 31B. UNIFORM LIMITED LIABILITY COMPANY ACT.**

### **ARTICLE 1. GENERAL PROVISIONS.**

#### **§31B-1-113. Disclosures required by limited liability companies holding certain licenses.**

1 Notwithstanding any provisions of this code to the contrary,  
2 any limited liability company seeking or holding a class A  
3 liquor license issued pursuant to the provisions of article seven,  
4 chapter sixty, of this code, or which seeks or holds a license  
5 under the provisions of article twenty-two-b, chapter twenty-  
6 nine of this code shall disclose in any required application the  
7 identities of all members or persons entitled to a distribution  
8 under section one hundred one, article one, chapter thirty-one-b,  
9 or if the license is already held, shall reveal the identities of all  
10 members or persons entitled to a distribution under section one  
11 hundred one, article one, chapter thirty-one-b, to the regulatory  
12 agency overseeing the licensee.

## **CHAPTER 47. REGULATION OF TRADE.**

### **ARTICLE 9. UNIFORM LIMITED PARTNERSHIP ACT.**

#### **§47-9-1. Definitions.**

1 As used in this article, unless the context otherwise  
2 requires:

3 (1) "Certificate of limited partnership" means the certificate  
4 referred to in section eight of this article and the certificate as  
5 amended;

6 (2) "Contribution" means any cash, property, services  
7 rendered, or a promissory note or other binding obligation to  
8 contribute cash or property or to perform services, which a  
9 partner contributes to a limited partnership in his or her  
10 capacity as a partner;

11 (3) "Event of withdrawal of a general partner" means an  
12 event that causes a person to cease to be a general partner as  
13 provided in section twenty-three of this article;

14 (4) "Foreign limited partnership" means a partnership  
15 formed under the laws of any state other than this state and  
16 having as partners one or more general partners and one or  
17 more limited partners;

18 (5) "General partner" means a person who has been  
19 admitted to a limited partnership as a general partner in  
20 accordance with the partnership agreement and named in the  
21 certificate of limited partnership as a general partner;

22 (6) "Limited partner" means a person who has been  
23 admitted to a limited partnership as a limited partner in accor-  
24 dance with the partnership agreement;

25 (7) "Limited partnership" and "domestic limited partner-  
26 ship" means a partnership formed by two or more persons under  
27 the laws of this state and having one or more general partners  
28 and one or more limited partners;

29 (8) "Partner" means a limited or general partner;

30 (9) "Partnership agreement" means any valid agreement,  
31 written or oral, of the partners as to the affairs of a limited  
32 partnership and the conduct of its business;

33 (10) "Partnership interest" means a partner's share of the  
34 profits and losses of a limited partnership and the right to  
35 receive distributions of partnership assets;

36 (11) "Person" means a natural person, partnership, limited  
37 partnership (domestic or foreign), limited liability company,  
38 professional limited liability company, trust, estate, association,  
39 corporation, or any other legal or commercial entity; and

40 (12) "State" means a state, territory or possession of the  
41 United States, the District of Columbia or the Commonwealth  
42 of Puerto Rico.

## **CHAPTER 47B. UNIFORM PARTNERSHIP ACT.**

### **ARTICLE 1. GENERAL PROVISIONS.**

#### **§47B-1-1. Definitions.**

1 In this chapter:

2 (1) "Business" includes every trade, occupation and  
3 profession.

4 (2) "Debtor in bankruptcy" means a person who is the  
5 subject of:

6 (i) In order for relief under Title 11 of the United States  
7 Code or a comparable order under a successor statute of general  
8 application; or

9 (ii) A comparable order under federal, state or foreign law  
10 governing insolvency.

11 (3) "Distribution" means a transfer of money or other  
12 property from a partnership to a partner in the partner's  
13 capacity as a partner or to the partner's transferee.

14 (4) "Foreign limited liability partnership" means a partner-  
15 ship or association formed under or pursuant to an agreement  
16 governed by the laws of any state or jurisdiction other than this  
17 state that is denominated as a registered limited liability

18 partnership or limited liability partnership under the laws of  
19 such other jurisdiction.

20 (5) “Partnership” means an association of two or more  
21 persons to carry on as co-owners a business for profit formed  
22 under section two, article two of this chapter, predecessor law,  
23 or comparable law of another jurisdiction and includes, for all  
24 purposes of the laws of this state, a registered limited liability  
25 partnership.

26 (6) “Partnership agreement” means the agreement, whether  
27 written, oral or implied, among the partners concerning the  
28 partnership, including amendments to the partnership agree-  
29 ment.

30 (7) “Partnership at will” means a partnership in which the  
31 partners have not agreed to remain partners until the expiration  
32 of a definite term or the completion of a particular undertaking.

33 (8) “Partnership interest” or “partner’s interest in the  
34 partnership” means all of a partner’s interests in the partnership,  
35 including the partner’s transferable interest and all management  
36 and other rights.

37 (9) “Person” means an individual, corporation, business  
38 trust, estate, trust, partnership, limited liability company,  
39 professional limited liability company, association, joint  
40 venture, government, governmental subdivision, agency or  
41 instrumentality, or any other legal or commercial entity.

42 (10) “Property” means all property, real, personal or mixed,  
43 tangible or intangible, or any interest therein.

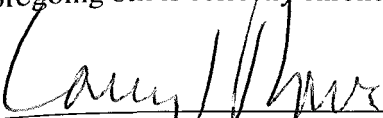
44 (11) “Registered limited liability partnership” means a  
45 partnership formed pursuant to an agreement governed by the  
46 laws of this state, registered under section one, article ten of this  
47 chapter.

48 (12) “State” means a state of the United States, the District  
49 of Columbia, the Commonwealth of Puerto Rico, or any  
50 territory or insular possession subject to the jurisdiction of the  
51 United States.

52 (13) “Statement” means a statement of partnership author-  
53 ity under section three, article three of this chapter, a statement  
54 of denial under section four of said article, a statement of  
55 dissociation under section four, article seven of this chapter, a  
56 statement of dissolution under section five, article eight of this  
57 chapter, a statement of merger under section seven, article nine  
58 of this chapter, a statement of registration and a statement of  
59 withdrawal under section one, article ten of this chapter, or an  
60 amendment or cancellation of any of the foregoing.

61 (14) “Transfer” includes an assignment, conveyance, lease,  
62 mortgage, deed and encumbrance.

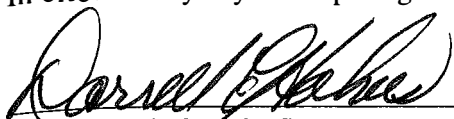
That Joint Committee on Enrolled Bills hereby certifies that the foregoing bill is correctly enrolled.

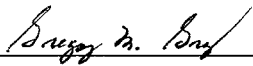
  
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Chairman Senate Committee

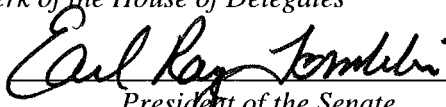
  
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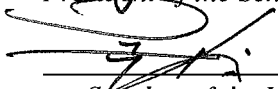
Originating in the House.

In effect ninety days from passage.

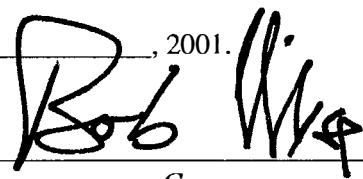
  
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Clerk of the Senate

  
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Clerk of the House of Delegates

  
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President of the Senate

  
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Speaker of the House of Delegates

The within is approved this the 2nd day of May, 2001.

  
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Governor



PRESENTED TO THE

GOVERNOR

Date 4/24/01

Time 4:50 pm