

BY: Economic Matters Committee

AMENDMENTS TO HOUSE BILL NO. 309

(First Reading File Bill)

AMENDMENT NO. 1

On page 1, in line 7, strike “a general partnership or a limited partnership” and substitute “certain persons”; in line 15, after “liability” insert “company”; and in line 28, after “limited liability companies” insert “and other business entities”.

On page 2, in line 9, strike “4A-211, 4A-212,” and substitute “4A-211 through 4A-213, inclusive,”.

AMENDMENT NO. 2

On page 5, in line 24, after “PARTNER” insert “OF A LIMITED PARTNERSHIP OR A PARTNER OF A GENERAL PARTNERSHIP”; in line 26, after “PARTNER” insert “OF A LIMITED PARTNERSHIP OR A PARTNER OF A GENERAL PARTNERSHIP”; strike beginning with “AN” in line 26 down through “EFFECT” in line 27 and substitute “ANY OBLIGATION OR LIABILITY OF THE PARTNERSHIP INCURRED OR ARISING BEFORE THE CONVERSION TAKES EFFECT, TO THE EXTENT THAT THE PARTNER OR GENERAL PARTNER WOULD HAVE BEEN OBLIGATED OR LIABLE IF THE CONVERSION HAD NOT OCCURRED”; in line 28, after “THE” insert “PARTNER’S OR”; in the same line, after “OBLIGATIONS” insert “OR LIABILITIES”; and in line 29, after “INCURRED” insert “OR ARISING”.

AMENDMENT NO. 3

On page 5, after line 32, insert:

“(A) AN INDIVIDUAL CONDUCTING A BUSINESS AS A PROPRIETORSHIP MAY CONVERT THE PROPRIETORSHIP TO A LIMITED LIABILITY COMPANY BY FILING ARTICLES OF ORGANIZATION THAT MEET THE REQUIREMENTS OF § 4A-204 OF THIS SUBTITLE AND INCLUDE THE FOLLOWING:

(Over)

(1) THE NAME OF THE INDIVIDUAL WHO CONDUCTS THE PROPRIETORSHIP; AND

(2) A DESCRIPTION OF THE PROPERTY COMPRISING THE BUSINESS TO BE CONDUCTED BY THE LIMITED LIABILITY COMPANY.

(B) (1) AN INDIVIDUAL WHO BECOMES A MEMBER OF A LIMITED LIABILITY COMPANY AS A RESULT OF THE CONVERSION REMAINS LIABLE FOR ANY OBLIGATION OR LIABILITY OF THE INDIVIDUAL INCURRED OR ARISING BEFORE THE CONVERSION TAKES EFFECT, TO THE EXTENT THAT THE INDIVIDUAL WOULD HAVE BEEN OBLIGATED OR LIABLE IF THE CONVERSION HAD NOT OCCURRED.

(2) THE INDIVIDUAL'S LIABILITY FOR ALL OBLIGATIONS AND LIABILITIES OF THE LIMITED LIABILITY COMPANY INCURRED OR ARISING AFTER THE CONVERSION TAKES EFFECT IS THAT OF A MEMBER OF A LIMITED LIABILITY COMPANY, AS PROVIDED IN THIS TITLE.

4A-213.”;

and in line 39, after “PARTNERSHIP” insert “OR THE CONVERTING PROPRIETORSHIP”.

On page 6, in line 1, after “OBLIGATIONS” insert “AND LIABILITIES”; in line 2, after “PARTNERSHIP” insert “OR THE CONVERTING PROPRIETORSHIP”; and in line 4, after “PARTNERSHIP” insert “OR THE CONVERTING PROPRIETORSHIP”.