

1 ENGROSSED HOUSE  
2 BILL NO. 2565

3 By: Osburn of the House

4 and

5 Daniels of the Senate

6

7 [ partnerships - limited liability partnerships -  
8 state actors - classification of entities -  
9 effective date ]

10

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

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

14

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

24 ~~(b)~~ B. A partnership may become a limited liability partnership  
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.  
24

(ii) 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 2. This act shall become effective November 1, 2025.

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

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Presiding Officer of the House  
of Representatives

Passed the Senate the \_\_\_\_\_ day of \_\_\_\_\_, 2025.

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Presiding Officer of the Senate