

**§852. Authority to do business required; application**

Before doing business in this State, a foreign limited liability partnership must obtain authority to do business from the Secretary of State. [PL 1995, c. 633, Pt. B, §1 (NEW).]

**1. Definitions.** As used in this subchapter, "doing business," "the doing of business" or "business done in this State" by a foreign limited liability partnership means the course or practice of carrying on any business activities in this State. For purposes of this subsection, a foreign limited liability partnership is not considered to be transacting business in this State solely for carrying on one or more of the following activities:

- A. Maintaining or defending any action or administrative or arbitration proceeding or effecting the settlement thereof or the settlement of claims or disputes; [PL 1995, c. 633, Pt. B, §1 (NEW).]
- B. Holding meetings of its partners or carrying on other activities concerning its internal affairs; [PL 1995, c. 633, Pt. B, §1 (NEW).]
- C. Maintaining bank accounts, share accounts in savings and loan associations, custodial or agency arrangements with a bank or trust company or stock or bond brokerage accounts; [PL 1995, c. 633, Pt. B, §1 (NEW).]
- D. Maintaining offices or agencies for the transfer, exchange and registration of its interests or appointing and maintaining trustees or depositories with relation to its interests; [PL 1995, c. 633, Pt. B, §1 (NEW).]
- E. Effecting sales through independent contractors; [PL 1995, c. 633, Pt. B, §1 (NEW).]
- F. Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, when the orders require acceptance outside this State before becoming binding contracts and when the contracts do not involve any local performance other than delivery and installation; [PL 1995, c. 633, Pt. B, §1 (NEW).]
- G. Making loans or creating or acquiring evidence of debt, mortgages or liens on real or personal property or recording the debts, mortgages or liens; [PL 1995, c. 633, Pt. B, §1 (NEW).]
- H. Securing or collecting debts or enforcing any rights in property securing those debts; [PL 1995, c. 633, Pt. B, §1 (NEW).]
- I. Effecting transactions in interstate or foreign commerce; [PL 1995, c. 633, Pt. B, §1 (NEW).]
- J. Owning or controlling a subsidiary corporation incorporated in or transacting business within this State; [PL 1995, c. 633, Pt. B, §1 (NEW).]
- K. Owning or controlling a general or limited partnership or a limited liability company organized or transacting business within this State; [PL 1995, c. 633, Pt. B, §1 (NEW).]
- L. Conducting an isolated transaction not in the course of a number of repeated similar transactions; [PL 1995, c. 633, Pt. B, §1 (NEW).]
- M. Serving as trustee, executor, administrator or guardian or in like fiduciary capacity as permitted by the laws of this State; or [PL 1995, c. 633, Pt. B, §1 (NEW).]
- N. Being a partner in a registered limited partnership or a domestic general partnership or a member in a limited liability company. [PL 2011, c. 113, Pt. B, §1 (AMD).]

This subsection is not intended to exclude other activities that do not constitute transacting business in this State.

[PL 2011, c. 113, Pt. B, §1 (AMD).]

**2. Execution.** The foreign limited liability partnership shall submit to the Secretary of State an application for authority to do business, executed by a person with authority to do so under the laws of

the state or other jurisdiction of its formation on a form prescribed by or furnished by the Secretary of State.

[PL 2007, c. 323, Pt. E, §15 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

**3. Contents of the application.** The application must include:

A. The name of the foreign limited liability partnership and, if different, the name under which that partnership proposes to apply for authority to do business in this State; [PL 1995, c. 633, Pt. B, §1 (NEW).]

B. The state or country where organized, the date of its organization and a statement 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 organization; [PL 1995, c. 633, Pt. B, §1 (NEW).]

C. The nature of the business or purposes to be conducted or promoted in this State; [PL 1995, c. 633, Pt. B, §1 (NEW).]

D. The information required by Title 5, section 105, subsection 1; [PL 2007, c. 323, Pt. E, §16 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

E. [PL 2007, c. 323, Pt. E, §17 (RP); PL 2007, c. 323, Pt. G, §4 (AFF).]

F. The name and business, residence or mailing address of the contact partner; [PL 1995, c. 633, Pt. B, §1 (NEW).]

G. The date on which the foreign limited liability partnership first did, or intends to do, business in this State; [PL 1995, c. 633, Pt. B, §1 (NEW).]

H. A certificate of existence or a document of similar import duly authenticated by the secretary of state or other official having custody of limited liability partnership records in the state or country under whose law the foreign limited liability partnership is organized. In lieu of a certificate of existence, a copy of the foreign limited liability partnership's registration certified or stamped by the secretary of state or other proper officer in its domestic jurisdiction is a sufficient equivalent if such an officer does not produce any other type of certificate of existence. The certificate of existence must have been made not more than 90 days prior to the delivery of the application for filing; [PL 2005, c. 302, §18 (AMD).]

I. The address of the registered or principal office of the limited liability partnership in the jurisdiction of its organization or the principal office wherever located; and [PL 2005, c. 302, §19 (AMD).]

J. In the case of a professional limited liability partnership, the professional service or services to be rendered in the State and a statement that all its partners are licensed in one or more states to render a professional service disclosed in its application. [PL 2005, c. 302, §20 (NEW).]

[PL 2007, c. 323, Pt. E, §§16, 17 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

#### SECTION HISTORY

PL 1995, c. 633, §B1 (NEW). PL 1997, c. 376, §§66,67 (AMD). PL 2003, c. 344, §C42 (AMD). PL 2005, c. 302, §§18-20 (AMD). PL 2007, c. 323, Pt. E, §§15-17 (AMD). PL 2007, c. 323, Pt. G, §4 (AFF). PL 2011, c. 113, Pt. B, §1 (AMD).

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