



2026 South Dakota Legislature

House Bill 1096

Introduced by: **Representative** Mortenson

1 **An Act to allow for the direct creation of a limited liability limited partnership.**

2 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF SOUTH DAKOTA:

3 **Section 1. That § 48-7-1106 be AMENDED:**

4 **48-7-1106.** ~~(a) A limited partnership may become a~~ A limited liability limited
5 partnership ~~by~~ may be qualified or formed as follows:

6 (1) An existing limited partnership, in order to qualify as a limited liability limited
7 partnership, must:

8 (a) Obtain approval of the terms and conditions of the limited
9 partnership becoming a limited liability limited partnership by the vote
10 necessary to amend the limited partnership agreement ~~except, in the case~~
11 ~~of a limited partnership agreement that expressly considers contribution~~
12 ~~obligations, the vote necessary to amend those provisions, except in a~~
13 limited partnership with an agreement that expressly considers contribution
14 obligations, in which case by the vote necessary to amend the contribution
15 obligation provisions;

16 ~~(2)(b) Filing~~ File a statement of qualification ~~under subsection 48-7A-1001(c) of~~
17 ~~the Uniform Partnership Act pursuant to § 48-7A-1001;~~ and

18 ~~(3)(c) Having~~ Have as the last words or letters of its name the words "Registered
19 Limited Liability Limited Partnership," or the abbreviation "L.L.L.P.," or the
20 designation "~~LLLP.~~" "LLLP;" and

21 ~~(b)(d) A limited liability limited partnership continues to be~~ Continue as the same
22 entity that existed before the filing of a statement of qualification ~~under~~
23 pursuant to § 48-7A-1001(c) of the Uniform Partnership Act.

24 (2) Alternatively, a limited liability limited partnership may be formed directly by filing
25 a certificate of limited liability limited partnership pursuant to section 2 of this Act.

1 ~~(c) Subsections 48-7A-306(c) and 48-7A-307(b) of the Uniform Partnership Act~~
2 ~~apply to both general and limited partners of a limited liability limited partnership. Section~~
3 ~~§ 48-7-303 also applies to limited partners. Upon qualification or formation, the entity is~~
4 ~~a limited partnership and a limited liability limited partnership for all purposes of this~~
5 ~~chapter.~~

6 **Section 2. That a NEW SECTION be added to chapter 48-7:**

7 A limited liability limited partnership may be formed by delivering to the secretary
8 of state a certificate of limited liability limited partnership. Delivery may be made by
9 electronic transmission, if and to the extent permitted by the secretary of state. If the
10 certificate is filed in typewritten or printed form and not transmitted electronically, the
11 secretary of state may require one exact or conformed copy to be delivered with the
12 certificate.

13 The certificate must contain:

- 14 (1) The name of the limited liability limited partnership, which has as the last words or
15 letters of its name the words "Registered Limited Liability Limited Partnership," the
16 abbreviation "L.L.L.P.," or the designation "LLLP";
17 (2) The street address of the limited liability limited partnership's chief executive office
18 and, if different, the street address of an office in this state, if any;
19 (3) If the limited liability limited partnership does not have an office in this state, the
20 information required pursuant to § 59-11-6;
21 (4) A statement that the entity elects to be a limited liability limited partnership; and
22 (5) A deferred effective date, if any.

23 A limited liability limited partnership is formed when the certificate is filed with the
24 secretary of state or on a deferred effective date thereafter.