

2026 South Dakota Legislature

# House Bill 1096

**AMENDMENT 1096A  
FOR THE INTRODUCED BILL**

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) ~~Obtaining~~ 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 "LLP;" LLLP; and

21       (4) ~~(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                   (e) 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.

25       **Section 3. This Act is effective beginning January 1, 2027.**