

By: Cole

H.B. No. 3131

A BILL TO BE ENTITLED

AN ACT

relating to the information required to be included in the certificate of formation of a filing entity.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF TEXAS:

SECTION 1. Section 3.005(a), Business Organizations Code, is amended to read as follows:

(a) The certificate of formation must state:

(1) the name of the filing entity being formed;

(2) the type of filing entity being formed;

(3) for filing entities other than limited partnerships, the purpose or purposes for which the filing entity is formed, which may be stated to be or include any lawful purpose for that type of entity;

(4) for filing entities other than limited partnerships, the period of duration, if the entity is not formed to exist perpetually and is intended to have a specific period of duration;

(5) the street address of the initial registered office of the filing entity and the name of the initial registered agent of the filing entity at the office;

(6) the preferred mailing address of the filing entity;

(7) the name and address of each:

(A) organizer for the filing entity, unless the

1 entity is formed under a plan of conversion or merger;

2 (B) general partner, if the filing entity is a
3 limited partnership; or

4 (C) trust manager, if the filing entity is a real
5 estate investment trust;

6 (8) [~~(7)~~] if the filing entity is formed under a plan
7 of conversion or merger, a statement to that effect and, if formed
8 under a plan of conversion, the name, address, date of formation,
9 prior form of organization, and jurisdiction of formation of the
10 converting entity; and

11 (9) [~~(8)~~] any other information required by this code
12 to be included in the certificate of formation for the filing
13 entity.

14 SECTION 2. The change in law made by this Act applies only
15 to a certificate of formation filed on or after the effective date
16 of this Act. A certificate of formation filed before the effective
17 date of this Act is governed by the law in effect on the date on
18 which the certificate of formation was filed, and the former law is
19 continued in effect for that purpose.

20 SECTION 3. This Act takes effect September 1, 2021.