

By: Schwertner

S.B. No. 1514

A BILL TO BE ENTITLED

1 AN ACT

2 relating to business entities and nonprofit entities.

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

4 SECTION 1. Sections 71.002(2) and (7), Business & Commerce  
5 Code, are amended to read as follows:

6 (2) "Assumed name" means:

7 (A) for an individual, a name that does not  
8 include the surname of the individual;

9 (B) for a partnership, a name that does not  
10 include the surname or other legal name of each joint venturer or  
11 general partner;

12 (C) for an individual or a partnership, a name,  
13 including a surname, that suggests the existence of additional  
14 owners by including words such as "Company," "& Company," "& Son,"  
15 "& Sons," "& Associates," "Brothers," and similar words, but not  
16 words that merely describe the business being conducted or the  
17 professional service being rendered;

18 (D) for a limited partnership, a name other than  
19 the name stated in its certificate of formation;

20 (E) for a company, a name used by the company;

21 (F) for a corporation, a name other than the name  
22 stated in its certificate of formation or a comparable document;

23 (G) for a limited liability partnership, a name  
24 other than the name stated in its application filed with the office

1 of the secretary of state or a comparable document;

2 (H) for a limited liability company, a name other  
3 than the name stated in its certificate of formation or a comparable  
4 document, including the name of any protected series of the limited  
5 liability company established by its company agreement if the name  
6 of the protected series does not include the name of the limited  
7 liability company stated in the limited liability company's  
8 certificate of formation or a comparable document; and

9 (I) for a registered series of a domestic limited  
10 liability company, a name other than the name stated in its  
11 certificate of registered series.

12 (7) "Office" means [+]

13 ~~[(A)] for a person that is not an individual [or~~  
14 ~~that is a corporation that is not required to or does not maintain a~~  
15 ~~registered office in this state], the person's [+]~~

16 ~~[(i)] principal office in this state or~~  
17 ~~outside of this state, as applicable [, and~~

18 ~~[(ii)] principal place of business if not~~  
19 ~~the same as the person's principal office; and~~

20 ~~[(B) for a corporation, limited partnership,~~  
21 ~~limited liability partnership, limited liability company, or~~  
22 ~~foreign filing entity that is required to maintain a registered~~  
23 ~~office in this state, the entity's:~~

24 ~~[(i)] registered office; and~~

25 ~~[(ii)] principal office if not the same as~~  
26 ~~the entity's registered office].~~

27 SECTION 2. Subchapter B, Chapter 1, Business Organizations

1 Code, is amended by adding Section 1.055 to read as follows:

2 Sec. 1.055. DOCTRINE OF INDEPENDENT LEGAL SIGNIFICANCE. An  
3 action validly taken under a provision of this code may not be  
4 considered invalid because the action is identical or similar in  
5 substance to an action that could have been taken under another  
6 provision of this code but fails to satisfy one or more requirements  
7 prescribed by that other provision.

8 SECTION 3. Section 3.059(b), Business Organizations Code,  
9 is amended to read as follows:

10 (b) A restated certificate of formation may omit:

11 (1) the name and address of each organizer other than  
12 the name and address of each general partner of a limited  
13 partnership or trust manager of a real estate investment trust;  
14 ~~[and]~~

15 (2) the initial mailing address of the filing entity;  
16 and

17 (3) any other information that may be omitted under  
18 the provisions of this code applicable to the filing entity.

19 SECTION 4. Section 3.203, Business Organizations Code, is  
20 amended to read as follows:

21 Sec. 3.203. SIGNATURE REQUIREMENT. (a) A certificate  
22 representing an ownership interest in ~~[The managerial official or~~  
23 ~~officials of]~~ a domestic entity must contain the signature or  
24 signatures of each managerial official of the entity that is  
25 authorized by the governing documents of the entity to sign  
26 certificated ownership interests of the entity ~~[must sign any~~  
27 ~~certificate representing an ownership interest in the entity].~~

1 (b) A certificated ownership interest that contains the  
2 [~~manual or facsimile~~] signature of a person who is no longer a  
3 managerial official of a domestic entity when the certificate is  
4 issued may be issued by the entity in the same manner and with the  
5 same effect as if the person had remained a managerial official.

6 SECTION 5. Section 3.251(3), Business Organizations Code,  
7 is amended to read as follows:

8 (3) "Emergency period" means any period during which  
9 the governing authority of a domestic entity, due to a condition  
10 that is a part of or results from an emergency, is unable to satisfy  
11 one or more requirements of the entity's governing documents or  
12 this code necessary for action by vote at a meeting of the governing  
13 authority outside of an emergency period.

14 SECTION 6. Section 4.005, Business Organizations Code, is  
15 amended by adding Subsection (f) to read as follows:

16 (f) Subject to any qualification stated in the certificate,  
17 a certificate issued by the secretary of state stating that a  
18 domestic registered series is in existence may be relied on as  
19 conclusive evidence of the existence of the domestic registered  
20 series.

21 SECTION 7. Section 5.051, Business Organizations Code, is  
22 amended to read as follows:

23 Sec. 5.051. ASSUMED NAME. A domestic entity, a protected  
24 series or registered series of a domestic limited liability  
25 company, or a foreign entity having authority to transact business  
26 in this state may transact business under an assumed name on  
27 compliance [~~by filing an assumed name certificate in accordance~~]

1 with Chapter 71, Business & Commerce Code. The requirements of this  
2 subchapter do not apply to an assumed name set forth in an assumed  
3 name certificate filed under that chapter.

4 SECTION 8. Section 6.201(b-3), Business Organizations  
5 Code, is amended to read as follows:

6 (b-3) By a provision in the written consent or by a written  
7 instruction to an agent of the filing entity, a person signing a  
8 written consent may provide that the person's consent is to take  
9 effect at a future time, which must be not later than the 60th day  
10 after the date all persons entitled to vote on the action have  
11 signed the ~~[person's]~~ consent or consents. The [A] person's written  
12 consent is considered to have been given at the later of that future  
13 effective time or a later effective time determined under  
14 Subsection (b-1) or (b-2), so long as the person:

15 (1) is entitled to vote on the action subject to the  
16 consent, which is determined as of the applicable effective time  
17 or, if applicable, the record date established under Section 6.102;  
18 and

19 (2) did not revoke the consent before the applicable  
20 effective time.

21 SECTION 9. Sections 6.202(b) and (c-3), Business  
22 Organizations Code, are amended to read as follows:

23 (b) Except as provided by this code, the certificate of  
24 formation of a filing entity may authorize the owners or members of  
25 the entity to take action without holding a meeting, providing  
26 prior notice, or taking a vote if owners or members of the entity  
27 having at least the minimum number of votes that would be necessary

1 to take the action that is the subject of the consent at a meeting,  
2 in which each owner or member entitled to vote on the action is  
3 present and votes, sign a written consent or consents stating the  
4 action taken.

5 (c-3) If two or more of the written consents described by  
6 Subsection (c-2) have different future effective times, the latest  
7 future effective time of those consents applies to all of the  
8 consents. The written consent or consents are considered to have  
9 been given for purposes of this section at the applicable effective  
10 time so long as owners or members satisfying the minimum  
11 requirements in Subsection (b):

12 (1) are determined to be owners or members, as  
13 applicable, as of:

14 (A) that effective time; or

15 (B) if applicable, the record date established  
16 under Section 6.102; and

17 (2) have signed and not revoked the [~~the owner's or~~  
18 ~~member's~~] consent or consents at any time before the applicable  
19 effective time of the consent or consents.

20 SECTION 10. Section 10.151(a), Business Organizations  
21 Code, is amended to read as follows:

22 (a) A [~~After approval of a plan of merger or a plan of~~  
23 ~~exchange as provided by this code, a~~] certificate of merger, which  
24 may also include an exchange, or a certificate of exchange, as  
25 applicable, must be filed for a merger or interest exchange to  
26 become effective if:

27 (1) for a merger:

1 (A) any domestic entity that is a party to the  
2 merger is a filing entity; or

3 (B) any domestic entity to be created under the  
4 plan of merger is a filing entity; or

5 (2) for an exchange, an ownership or membership  
6 interest in any filing entity is to be acquired in the interest  
7 exchange.

8 SECTION 11. Section 10.154(a), Business Organizations  
9 Code, is amended to read as follows:

10 (a) A [~~After approval of a plan of conversion as provided by~~  
11 ~~this code, a~~] certificate of conversion must be filed for the  
12 conversion to become effective if:

13 (1) any domestic entity that is a party to the  
14 conversion is a filing entity; or

15 (2) any domestic entity to be created under the plan of  
16 conversion is a filing entity.

17 SECTION 12. Section 10.355(c), Business Organizations  
18 Code, is amended to read as follows:

19 (c) A notice required to be provided under Subsection (a),  
20 (b), or (b-1) must:

21 (1) be accompanied by:

22 (A) a copy of this subchapter; or

23 (B) information directing the owner to a publicly  
24 available electronic resource at which this subchapter may be  
25 accessed without subscription or cost; and

26 (2) advise the owner of the location of the  
27 responsible organization's principal executive offices to which a

1 notice required under Section 10.356(b)(1) or a demand under  
2 Section 10.356(b)(3), or both, may be provided.

3 SECTION 13. Section 10.364(d), Business Organizations  
4 Code, is amended to read as follows:

5 (d) The responsible organization shall~~+~~  
6 ~~[(1) immediately]~~ pay the amount of the judgment to  
7 the [a] holder of the [an uncertificated] ownership interest on the  
8 terms and conditions ordered by the court~~+, and~~

9 ~~[(2) pay the amount of the judgment to a holder of a~~  
10 ~~certificated ownership interest immediately after the certificate~~  
11 ~~holder surrenders to the responsible organization an endorsed~~  
12 ~~certificate representing the ownership interest].~~

13 SECTION 14. Section 11.056, Business Organizations Code, is  
14 amended by amending Subsection (a) and adding Subsection (c) to  
15 read as follows:

16 (a) The termination of the continued membership of the last  
17 remaining member of a domestic limited liability company is an  
18 event requiring winding up under Section 11.051(4) unless, not  
19 later than one year ~~[the 90th day]~~ after the date of the termination  
20 or within the period of time provided by the company agreement:

21 (1) ~~[7]~~ the legal representative or successor of the  
22 last remaining member agrees:

23 (A) ~~[(1)]~~ to continue the company; and

24 (B) ~~[(2)]~~ to become a member of the company  
25 effective as of the date of the termination or to designate another  
26 person who agrees to become a member of the company effective as of  
27 the date of the termination; or



1           (2) a member is admitted to the company in the manner  
2 provided by the company agreement, effective as of the occurrence  
3 of the termination, under a provision of the company agreement that  
4 specifically provides for the admission of a member to the company  
5 after there is no longer a remaining member of the company.

6           (c) The company agreement may provide that the legal  
7 representative or successor of the last remaining member is  
8 obligated to agree to continue the company and to the admission of  
9 the legal representative or successor, or the representative's or  
10 successor's nominee or designee, as a member effective as of the  
11 occurrence of the event that terminates the continued membership of  
12 the last remaining member.

13           SECTION 15. Sections 11.202(a) and (c), Business  
14 Organizations Code, are amended to read as follows:

15           (a) To the extent applicable, a terminated entity, to be  
16 reinstated, must complete the requirements of this section [~~not~~  
17 ~~later than the third anniversary of the date the termination of the~~  
18 ~~terminated entity's existence took effect~~].

19           (c) After approval of the reinstatement of a filing entity  
20 that was terminated, [~~and not later than the third anniversary of~~  
21 ~~the date of the filing of the entity's certificate of termination,~~]  
22 the filing entity shall file a certificate of reinstatement in  
23 accordance with Chapter 4.

24           SECTION 16. Section 11.253, Business Organizations Code, is  
25 amended by adding Subsection (e) to read as follows:

26           (e) The reinstatement of a terminated limited liability  
27 company automatically reinstates any protected series or

1 registered series that terminated because of the termination of the  
2 company.

3 SECTION 17. Section 11.254, Business Organizations Code, is  
4 amended by adding Subsection (c) to read as follows:

5 (c) The reinstatement of a limited liability company's  
6 certificate of formation after its forfeiture automatically  
7 reinstates any protected series or registered series that  
8 terminated because of the forfeiture.

9 SECTION 18. Subchapter F, Chapter 11, Business  
10 Organizations Code, is amended by adding Section 11.255 to read as  
11 follows:

12 Sec. 11.255. REINSTATEMENT OF CERTIFICATE OF FORMATION  
13 FOLLOWING FAILURE TO FILE PERIODIC REPORT; REINSTATEMENT  
14 RETROACTIVE. (a) A nonprofit corporation whose certificate of  
15 formation has been terminated under Section 22.360 must follow the  
16 procedure required by Section 22.363 to reinstate the nonprofit  
17 corporation's certificate of formation. A nonprofit corporation  
18 whose certificate of formation is reinstated under Section 22.363  
19 is considered to have continued in existence without interruption  
20 from the date of termination.

21 (b) A limited partnership whose certificate of formation  
22 has been terminated under Section 153.307 must follow the procedure  
23 required by Section 153.310 to reinstate the limited partnership's  
24 certificate of formation. A limited partnership whose certificate  
25 of formation is reinstated under Section 153.310 is considered to  
26 have continued in existence without interruption from the date of  
27 termination.

1 SECTION 19. Sections 11.356(a) and (b), Business  
2 Organizations Code, are amended to read as follows:

3 (a) Notwithstanding the termination of a domestic filing  
4 entity under this code or the Tax Code [~~chapter~~], the terminated  
5 filing entity continues in existence until the third anniversary of  
6 the effective date of the entity's termination only for purposes  
7 of:

8 (1) prosecuting or defending in the terminated filing  
9 entity's name an action or proceeding brought by or against the  
10 terminated entity;

11 (2) permitting the survival of an existing claim by or  
12 against the terminated filing entity;

13 (3) holding title to and liquidating property that  
14 remained with the terminated filing entity at the time of  
15 termination or property that is collected by the terminated filing  
16 entity after termination;

17 (4) applying or distributing property, or its  
18 proceeds, as provided by Section 11.053; and

19 (5) settling affairs not completed before  
20 termination.

21 (b) A terminated filing entity may not continue its  
22 existence for the purpose of continuing the business or affairs for  
23 which the terminated filing entity was formed unless the terminated  
24 filing entity is reinstated under this code or the Tax Code  
25 [~~Subchapter E~~].

26 SECTION 20. Section 11.359(c), Business Organizations  
27 Code, is amended to read as follows:

1 (c) Notwithstanding Subsections (a) and (b), the  
2 extinguishment of an existing claim with respect to a terminated  
3 filing entity as provided by this section is nullified if:

4 (1) the filing entity's termination is revoked with  
5 retroactive effect under Section 11.153;

6 (2) the terminated filing entity is reinstated with  
7 retroactive effect as provided by Section 11.206;

8 (3) the terminated filing entity is reinstated with  
9 retroactive effect as provided by Section 11.253(d); ~~or~~

10 (4) the terminated filing entity's certificate of  
11 formation is reinstated under the Tax Code with retroactive effect  
12 as provided by Section 11.254;

13 (5) the terminated filing entity's certificate of  
14 formation is reinstated under Chapter 22 with retroactive effect as  
15 provided by Section 11.255(a); or

16 (6) the terminated filing entity's certificate of  
17 formation is reinstated under Chapter 153 with retroactive effect  
18 as provided by Section 11.255(b).

19 SECTION 21. Section 20.002(c), Business Organizations  
20 Code, is amended to read as follows:

21 (c) The fact that an act or transfer is beyond the scope of  
22 the expressed purpose or purposes of the corporation or is  
23 inconsistent with an expressed limitation on the authority of an  
24 officer or director may be asserted in a proceeding:

25 (1) by a shareholder or member against the corporation  
26 to enjoin the performance of an act or the transfer of property by  
27 or to the corporation;

1           (2) by the corporation, acting directly or through a  
2 receiver, trustee, or other legal representative, or through  
3 members or shareholders in a representative suit, against an  
4 officer or director or former officer or director of the  
5 corporation for exceeding that person's authority; or

6           (3) by the attorney general to:

7                 (A) terminate the corporation;

8                 (B) enjoin the corporation from performing an  
9 unauthorized act; or

10                (C) enforce divestment of real property acquired  
11 or held contrary to the laws of this state.

12           SECTION 22. Section 21.157, Business Organizations Code, is  
13 amended by amending Subsections (a) and (d) and adding Subsections  
14 (e), (f), and (g) to read as follows:

15           (a) Except as provided by Section 21.158, a corporation may  
16 issue shares for consideration if authorized by the board of  
17 directors of the corporation. Shares may be issued in one or more  
18 transactions in the number, at the time, and for the consideration  
19 stated in or determined by the authorization of the board of  
20 directors.

21           (d) An authorization of the board of directors may delegate  
22 to a person or persons, including a committee, the authority, in  
23 addition to the authority retained by the board, to enter into one  
24 or more transactions to issue shares. With respect to a transaction  
25 entered into by a person to whom authority was delegated under this  
26 subsection, shares may be issued in the number, at the time, and for  
27 the consideration the person or persons may determine [The

1 ~~authorization by the board of directors for the issuance of shares~~  
2 ~~may provide that any shares to be issued under the authorization may~~  
3 ~~be issued:~~

4 ~~[(1) in one or more transactions in the numbers and at~~  
5 ~~the times as stated in or determined by the authorization, or~~

6 ~~[(2) in the manner stated in the authorization, which~~  
7 ~~may include a determination or action by any person or persons,~~  
8 ~~including the corporation,] if the authorization:~~

9 (1) states:

10 (A) the maximum number of shares that may be  
11 issued under the authorization;

12 (B) the period of time during which the shares  
13 may be issued; and

14 (C) the minimum amount of consideration for which  
15 the shares may be issued; and

16 (2) otherwise permits the person to whom authority was  
17 delegated to issue shares to the purchaser.

18 (e) A provision of an authorization provided under  
19 Subsection (a) or (d) may depend on a fact ascertainable outside of  
20 the authorization, if the manner in which the fact operates on the  
21 authorization is clearly and expressly included in the  
22 authorization. In this subsection, "fact" includes the occurrence  
23 of any event, including a determination or action by any person or  
24 persons.

25 (f) If the authorization of the board of directors delegates  
26 to a person or persons the authority to enter into a transaction to  
27 issue shares under Subsection (d), the provisions of the

1 authorization under Subsection (d)(1) may not depend on a  
2 determination or action by the person to whom authority was  
3 delegated.

4 (g) In this section and notwithstanding Section 1.002,  
5 "person" includes a committee of the board of trustees.

6 SECTION 23. Section 21.160(a), Business Organizations  
7 Code, is amended to read as follows:

8 (a) Subject to Subsection (b) and Section 21.157,  
9 consideration to be received for shares must be determined:

10 (1) by the board of directors;

11 (2) by a plan of conversion, if the shares are to be  
12 issued by a converted corporation under the plan; or

13 (3) by a plan of merger, if the shares are to be issued  
14 under the plan by a corporation created under the plan.

15 SECTION 24. Section 21.168, Business Organizations Code, is  
16 amended by amending Subsections (c) and (d) and adding Subsections  
17 (e), (f), (g), and (h) to read as follows:

18 (c) Subject to the certificate of formation, a right or  
19 option described by this section must state the terms and  
20 conditions on which, the time within which, and any consideration,  
21 including a formula by which the consideration may be determined,  
22 for which the shares may be purchased or received from the  
23 corporation on the exercise of the right or option. ~~[A formula by~~  
24 ~~which the consideration may be determined may include or be made~~  
25 ~~dependent on facts ascertainable outside the formula, if the manner~~  
26 ~~in which those facts operate on the formula is clearly or expressly~~  
27 ~~set forth in the formula or in the authorization approving the~~

1 ~~formula.]~~

2 (d) Subject to the certificate of formation, convertible  
3 indebtedness described by this section must state the terms and  
4 conditions on which, the time within which, and the conversion  
5 ratio, which may be stated as a formula by which the conversion  
6 ratio may be determined, at which the indebtedness may be converted  
7 into shares. The formula may include or be made dependent on facts  
8 ascertainable outside the formula, if the manner in which those  
9 facts operate on the formula is clearly or expressly provided by the  
10 formula or in the authorization approving the formula.

11 (e) An authorization of the board of directors may delegate  
12 the authority, in addition to that retained by the board, to enter  
13 into one or more transactions to issue rights or options. For a  
14 transaction entered into by a person to whom authority was  
15 delegated under this section, the rights or options may be issued in  
16 the number, at the time, and for the consideration as the person or  
17 persons may determine if that authorization of the board of  
18 directors:

19 (1) states:

20 (A) the maximum number of rights or options, and  
21 the maximum number of shares issuable on exercise of those rights or  
22 options, that may be issued under the authorization;

23 (B) the period of time during which the rights or  
24 options, and the shares issuable on exercise of those rights or  
25 options, may be issued; and

26 (C) the minimum amount of consideration:

27 (i) if any, for which the rights or options



1 may be issued; and

2 (ii) for the shares issuable on exercise of  
3 the rights or options; and

4 (2) otherwise permits the person to whom authority was  
5 delegated to issue shares to the purchaser.

6 (f) A provision of a right or option or an authorization of a  
7 right or option under this section may depend on a fact  
8 ascertainable outside of the right, option, or authorization, if  
9 the manner in which the fact operates on the authorization is  
10 clearly and expressly set forth in the authorization. In this  
11 subsection, "fact" includes the occurrence of any event, including  
12 a determination or action by any person.

13 (g) If the authorization of the board of directors delegates  
14 to a person or persons the authority to enter into a transaction to  
15 issue rights or options under Subsection (e), the provisions of the  
16 authorization under Subsection (e)(1) may not depend on a  
17 determination or action by the person to whom authority was  
18 delegated.

19 (h) In this section and notwithstanding Section 1.002,  
20 "person" includes a committee of the board of trustees.

21 SECTION 25. Section 21.169(c), Business Organizations  
22 Code, is amended to read as follows:

23 (c) Except as provided by Section 21.168, unless ~~[Unless]~~  
24 otherwise provided under the terms of rights or options or the  
25 agreement or plan under which the rights or options are issued, the  
26 authority to grant, amend, redeem, extend, or replace the rights or  
27 options on behalf of a corporation is vested exclusively in the

1 board of directors of the corporation. A bylaw may not require the  
2 board to grant, amend, redeem, extend, or replace the rights or  
3 options.

4 SECTION 26. Section 21.218, Business Organizations Code, is  
5 amended by amending Subsections (b) and (c) and adding Subsection  
6 (b-1) to read as follows:

7 (b) On written demand stating a proper purpose, a holder of  
8 shares of a corporation for at least six months immediately  
9 preceding the holder's demand, or a holder of at least five percent  
10 of all of the outstanding shares of a corporation, is entitled to  
11 examine and copy, at a reasonable time at the corporation's  
12 principal place of business or other location approved by the  
13 corporation and the holder, the corporation's books, records of  
14 account, minutes, ~~[and]~~ share transfer records, and other records,  
15 whether in written or other tangible form, if the record is  
16 reasonably related to and appropriate to examine and copy for that  
17 proper ~~[relating to the stated]~~ purpose.

18 (b-1) The examination and copying may be conducted by the  
19 holder of shares ~~[in person]~~ or through an agent, accountant, or  
20 attorney. An agent, accountant, or attorney who conducts an  
21 examination and copying under this section is subject to any  
22 obligations of the shareholder with respect to the records made  
23 available for examination and copying.

24 (c) This section does not impair the power of a court, on the  
25 presentation of proof of proper purpose by a beneficial or record  
26 holder of shares, to compel the production for examination by the  
27 holder, at the holder's cost, of the books and records of account

1 ~~[accounts]~~, minutes, ~~[and]~~ share transfer records, and other  
2 records, whether in written or other tangible form, of a  
3 corporation, regardless of the period during which the holder was a  
4 beneficial holder or record holder and regardless of the number of  
5 shares held by the person.

6 SECTION 27. Section 21.220, Business Organizations Code, is  
7 amended to read as follows:

8 Sec. 21.220. PENALTY FOR FAILURE TO PREPARE VOTING LIST. An  
9 officer or agent of a corporation who is in charge of the  
10 corporation's share transfer records and who does not prepare the  
11 list of shareholders, keep the list on file for a 10-day period  
12 before the annual meeting, or ~~[produce and]~~ keep the list available  
13 for inspection ~~[at the annual meeting]~~ as required by Sections  
14 21.354 and 21.372 is liable to a shareholder who suffers damages  
15 because of the failure for the damage caused by the failure.

16 SECTION 28. Section 21.354(a), Business Organizations  
17 Code, is amended to read as follows:

18 (a) The list of shareholders entitled to vote at the meeting  
19 prepared under Section 21.372 shall be~~+~~

20 ~~[(1)]~~ subject to inspection by a shareholder during  
21 regular business hours~~+, and~~

22 ~~[(2) produced and kept open at the meeting].~~

23 SECTION 29. Section 21.372(a-1), Business Organizations  
24 Code, is amended to read as follows:

25 (a-1) Instead of being kept on file, the list required by  
26 Subsection (a) may be kept on a reasonably accessible electronic  
27 data system if the information required to gain access to the list

1 is provided with notice of the meeting. Section 21.353(c)[  
2 ~~Section 21.354(a-1),~~] and this subsection may not be construed to  
3 require a corporation to include any electronic contact information  
4 of a shareholder on the list. A corporation that elects to make the  
5 list available on an electronic data system must take reasonable  
6 measures to ensure the information is available only to  
7 shareholders of the corporation.

8 SECTION 30. Section 22.220, Business Organizations Code, is  
9 amended by amending Subsection (a) and adding Subsection (c) to  
10 read as follows:

11 (a) The certificate of formation or bylaws of a corporation  
12 may provide that an action required by this chapter to be taken at a  
13 meeting of the corporation's directors or an action that may be  
14 taken at a meeting of the directors or a committee may be taken  
15 without holding a meeting, providing prior notice, or taking a vote  
16 if a written consent, stating the action to be taken, is signed by  
17 the number of directors or committee members necessary to take that  
18 action at a meeting at which all of the directors or committee  
19 members are present and voting. The consent must state the date of  
20 each director's or committee member's signature.

21 (c) Notwithstanding a provision of this code, advance  
22 notice is not required to be given to take an action by written  
23 consent as provided by this section.

24 SECTION 31. Section 22.230(e), Business Organizations  
25 Code, is amended to read as follows:

26 (e) If at least one of the conditions of Subsection (b) is  
27 satisfied, neither the corporation nor any of the corporation's

1 members [~~shareholders~~] will have a cause of action against any of  
2 the persons described by Subsection (a) for breach of duty with  
3 respect to the making, authorization, or performance of the  
4 contract or transaction because the person had the relationship or  
5 interest described by Subsection (a) or took any of the actions  
6 authorized by Subsection (d).

7 SECTION 32. Section [101.001\(1\)](#), Business Organizations  
8 Code, is amended to read as follows:

9 (1) "Company agreement" means any agreement, written,  
10 implied, or oral, of the members concerning the affairs or the  
11 conduct of the business of a limited liability company. A company  
12 agreement of a limited liability company having only one member is  
13 not unenforceable because only one person is a party to the company  
14 agreement. A written company agreement may consist of one or more  
15 agreements, instruments, or other writings and may include or  
16 incorporate one or more schedules, supplements, or other writings  
17 providing for the conduct of the business and affairs of the limited  
18 liability company or of a series of the limited liability company.

19 SECTION 33. Section [101.051](#), Business Organizations Code,  
20 is amended to read as follows:

21 Sec. 101.051. CERTAIN PROVISIONS CONTAINED IN CERTIFICATE  
22 OF FORMATION. (a) A provision that may be included [~~contained~~] in  
23 the company agreement of a limited liability company may  
24 [~~alternatively~~] be included in the certificate of formation of the  
25 company as provided by Section [3.005\(b\)](#).

26 (b) A reference in this title to the company agreement of a  
27 limited liability company includes any provision contained in the

1 company's certificate of formation to the extent that the provision  
2 reflects the agreement of each member concerning the affairs or the  
3 conduct of the business of the limited liability company [~~instead~~  
4 ~~of the company agreement as provided by Subsection (a)]~~].

5 SECTION 34. Section 101.052, Business Organizations Code,  
6 is amended by amending Subsection (f) and adding Subsection (g) to  
7 read as follows:

8 (f) A company agreement is enforceable by or against the  
9 limited liability company, including a protected series or  
10 registered series of the company, regardless of whether the  
11 company, or the protected series or registered series of the  
12 company, has signed or otherwise expressly adopted the agreement.

13 (g) A member or manager of a limited liability company, or  
14 an assignee of a membership interest of a limited liability  
15 company, is bound by the company agreement, regardless of whether  
16 the member, manager, or assignee signs the company agreement.

17 SECTION 35. Sections 101.054(a) and (e), Business  
18 Organizations Code, are amended to read as follows:

19 (a) Except as provided by this section, the following  
20 provisions may not be waived or modified in the company agreement of  
21 a limited liability company:

22 (1) this section;

23 (2) Section 101.101, 101.151, 101.206, 101.501, or  
24 Subchapter M of Chapter 101, except that Sections 101.601(d),  
25 101.610, 101.611, 101.613(a), 101.616(2)(A) through (D), 101.618,  
26 or 101.619(b) may be waived or modified in the company agreement;

27 (3) Chapter 1, if the provision is used to interpret a

1 provision or define a word or phrase contained in a section listed  
2 in this subsection;

3 (4) Chapter 2, except that Section 2.104(c)(2),  
4 2.104(c)(3), or 2.113 may be waived or modified in the company  
5 agreement;

6 (5) Chapter 3, except that Subchapters C and E may be  
7 waived or modified in the company agreement; or

8 (6) Chapter 4, 5, 10, 11, or 12[, other than Section  
9 11.056].

10 (e) The company agreement may not unreasonably restrict a  
11 member's or assignee's rights [~~person's right of access to records~~  
12 ~~and information~~] under Section 101.502.

13 SECTION 36. Subchapter B, Chapter 101, Business  
14 Organizations Code, is amended by adding Section 101.056 to read as  
15 follows:

16 Sec. 101.056. RATIFICATION OF VOID OR VOIDABLE ACTS OR  
17 TRANSACTIONS. (a) Any act or transaction taken by or on behalf of a  
18 limited liability company under this code or a company agreement  
19 that is void or voidable when taken may be ratified, and the failure  
20 to comply with any requirements of the company agreement which  
21 caused the act or transaction to be void or voidable may be waived,  
22 in accordance with this section.

23 (b) An act or transaction may be ratified or waived, as  
24 applicable, with the approval of the members, managers, or other  
25 persons whose approval would be required under the company  
26 agreement at the time of the ratification or waiver:

27 (1) for the void or voidable act or transaction to be

1 validly taken; or

2 (2) to amend the company agreement in a manner that  
3 would permit the void or voidable act or transaction to be validly  
4 taken.

5 (c) If the void or voidable act or transaction was the  
6 issuance or assignment of any membership interests, the membership  
7 interests purportedly issued or assigned are deemed to have not  
8 been issued or assigned for purposes of determining whether the  
9 void or voidable act or transaction is ratified or waived under this  
10 section.

11 (d) Any act or transaction ratified or waived under this  
12 section is deemed validly taken at the time the act or transaction  
13 occurred.

14 (e) This section may not be construed to limit the  
15 accomplishment of a ratification or waiver of a void or voidable act  
16 or transaction by other lawful means.

17 SECTION 37. Section 101.206(e), Business Organizations  
18 Code, is amended to read as follows:

19 (e) This section may not be construed to affect the  
20 obligation of a member of a limited liability company to return a  
21 distribution to the company under the company agreement, another  
22 agreement, or other state or federal law.

23 SECTION 38. Section 101.252, Business Organizations Code,  
24 is amended to read as follows:

25 Sec. 101.252. MANAGEMENT BY GOVERNING AUTHORITY. The  
26 governing authority of a limited liability company shall direct the  
27 management of ~~manage~~ the business and affairs of the company and



1 exercise or authorize the exercise of the powers of the company as  
2 provided by:

3 (1) the company agreement; and

4 (2) this title and the provisions of Title 1  
5 applicable to a limited liability company to the extent that the  
6 company agreement does not provide for the management of the  
7 company.

8 SECTION 39. Section 101.358(b), Business Organizations  
9 Code, is amended to read as follows:

10 (b) Notwithstanding Sections 6.201 and 6.202, an action may  
11 be taken without holding a meeting, providing prior or subsequent  
12 notice, or taking a vote if a written consent or consents stating  
13 the action to be taken is signed by the number of governing persons,  
14 members, or committee members of a limited liability company, as  
15 appropriate, necessary to have at least the minimum number of votes  
16 that would be necessary to take the action at a meeting at which  
17 each governing person, member, or committee member, as appropriate,  
18 entitled to vote on the action is present and votes.

19 SECTION 40. Section 101.457, Business Organizations Code,  
20 is amended to read as follows:

21 Sec. 101.457. TOLLING OF STATUTE OF LIMITATIONS. A written  
22 demand filed with the limited liability company under Section  
23 101.453 tolls the statute of limitations on the claim on which  
24 demand is made until the later of:

25 (1) the 31st day after the expiration of any waiting  
26 period under Section 101.453 [~~101.453(a)~~]; or

27 (2) the 31st day after the expiration of any stay

1 granted under Section 101.455, including all continuations of the  
2 stay.

3 SECTION 41. Section 101.502, Business Organizations Code,  
4 is amended to read as follows:

5 Sec. 101.502. RIGHT TO EXAMINE RECORDS [~~AND CERTAIN OTHER~~  
6 ~~INFORMATION~~]. (a) A member of a limited liability company or an  
7 assignee of a membership interest in a limited liability company,  
8 [~~or a representative of the member or assignee,~~] on written demand  
9 stating [~~request and for~~] a proper purpose, is entitled to [~~may~~]  
10 examine and copy at a [~~any~~] reasonable time at the limited liability  
11 company's principal office identified under Section 101.501(c) or  
12 another location approved by the limited liability company and the  
13 member or assignee, any records of the limited liability company,  
14 whether in written or other tangible form, which are reasonably  
15 related to and appropriate to examine and copy for that proper  
16 purpose [~~and at the member's or assignee's expense.~~

17 [~~(1) records required under Sections 3.151 and~~  
18 ~~101.501, and~~

19 [~~(2) other information regarding the business,~~  
20 ~~affairs, and financial condition of the company that is reasonable~~  
21 ~~for the person to examine and copy].~~

22 (b) The examination and copying under Subsection (a) may be  
23 conducted [~~A limited liability company shall provide to a member of~~  
24 ~~the company or an assignee of a membership interest in the company,~~  
25 ~~on written request]~~ by the member or assignee or through an agent,  
26 accountant, or attorney. An agent, accountant, or attorney who  
27 conducts an examination and copying under this section is subject

1 to any obligations of the member or assignee with respect to the  
2 records made available for examination and copying. [~~sent to the~~  
3 ~~company's principal office in the United States or, if different,~~  
4 ~~the person and address designated in the company agreement, a free~~  
5 ~~copy of.~~]

6 (c) On written request of a member or an assignee of a  
7 membership interest, the limited liability company shall provide to  
8 the requesting member or assignee without charge copies of:

9 (1) the company's certificate of formation, including  
10 any amendments to or restatements of the certificate of formation;

11 (2) if in writing, the company agreement, including  
12 any amendments to or restatements of the company agreement; and

13 (3) any tax returns described by Section  
14 101.501(a)(2).

15 (d) A demand or request made by a member or assignee under  
16 Subsection (a) or (c) must be made to:

17 (1) the person who is designated to receive the demand  
18 or request in the company agreement at the address designated in the  
19 company agreement; or

20 (2) if there is no designation, a manager or managing  
21 member at the limited liability company's principal office in the  
22 United States.

23 SECTION 42. Section 101.601(c), Business Organizations  
24 Code, is amended to read as follows:

25 (c) Nothing in this subchapter shall be construed to limit  
26 the application of the principle of freedom of [~~to~~] contract to a  
27 series that is not a protected series or a registered series.

1 Except as otherwise provided by Sections 101.627 through 101.636, a  
2 series may not merge or convert.

3 SECTION 43. Section 101.623(b), Business Organizations  
4 Code, is amended to read as follows:

5 (b) A certificate of registered series must state:

6 (1) the name of the limited liability company;

7 (2) the name of the registered series being formed,  
8 which must conform with the requirements of Section 5.0561  
9 [~~5.056(c)~~]; and

10 (3) if the registered series is formed under a plan of  
11 conversion or merger, a statement to that effect.

12 SECTION 44. Section 101.624(d), Business Organizations  
13 Code, is amended to read as follows:

14 (d) A manager associated with a registered series or, if  
15 there is no manager, any member associated with the registered  
16 series who becomes aware that any statement in a certificate of  
17 registered series filed with respect to the registered series was  
18 false when made, or that any provision in the certificate of  
19 registered series has changed making the certificate of registered  
20 series false in any material respect, or that the name of the  
21 registered series does not comply with Section 101.626, shall  
22 promptly amend the certificate of registered series.

23 SECTION 45. Section 101.625(b), Business Organizations  
24 Code, is amended to read as follows:

25 (b) The certificate of termination must contain:

26 (1) the name of the limited liability company;

27 (2) the name of the registered series;

1           (3) the registered series' filing number assigned by  
2 the secretary of state;

3           (4) the nature of the event requiring winding up of the  
4 registered series;

5           (5) a statement that the registered series has  
6 complied with the provisions of this code governing the series'  
7 winding up; and

8           (6) any other information the person filing the  
9 certificate of termination determines.

10          SECTION 46. Section 101.627(a), Business Organizations  
11 Code, is amended to read as follows:

12          (a) Upon compliance with Section 101.628, a registered  
13 series of a domestic limited liability company may convert to a  
14 protected series of the domestic limited liability company by  
15 filing a certificate of conversion that complies with Section  
16 101.631 with the secretary of state in accordance with~~[7]~~ and  
17 taking effect as a filing instrument as specified~~[7]~~ by Chapter 4.

18          SECTION 47. Section 101.628(g), Business Organizations  
19 Code, is amended to read as follows:

20          (g) Any of the terms of the plan of conversion may be made  
21 dependent on a fact ascertainable outside of the plan if the manner  
22 in which the fact [~~those facts~~] will operate on the terms of the  
23 conversion is clearly and expressly stated in the plan. In this  
24 subsection, "fact" [~~"facts"~~] includes the occurrence of any event,  
25 including a determination or action by any person.

26          SECTION 48. Section 101.631(a), Business Organizations  
27 Code, is amended to read as follows:

1 (a) A [~~After adoption of a plan of conversion as provided by~~  
2 ~~Section 101.628, a~~] certificate of conversion must be signed by the  
3 converting series and must include a statement certifying the  
4 following:

5 (1) the name of the limited liability company and, if  
6 it has been changed, the name under which the company's certificate  
7 of formation was originally filed;

8 (2) the filing number of the limited liability company  
9 assigned by the secretary of state;

10 (3) the name of the converting series and, if it is a  
11 registered series and its name has been changed, the name under  
12 which its certificate of registered series was originally filed;

13 (4) if the converting series is a registered series,  
14 the filing number of the registered series assigned by the  
15 secretary of state;

16 (5) that a plan of conversion is on file at the  
17 principal place of business of the converting series, and the  
18 address of the principal place of business;

19 (6) that a plan of conversion will be on file after the  
20 conversion at the principal place of business of the converted  
21 series, and the address of the principal place of business;

22 (7) that a copy of the plan of conversion will be on  
23 written request furnished without cost by the converting series  
24 before the conversion or by the converted series after the  
25 conversion to any owner or member of the converting series or the  
26 converted series; and

27 (8) that the plan of conversion has been adopted as

1 required by the company agreement of the limited liability company  
2 and Section 101.628.

3 SECTION 49. Section 101.633(a)(1), Business Organizations  
4 Code, is amended to read as follows:

5 (1) "Merger" means:

6 (A) the division of a merging series into:

7 (i) two or more new protected series or  
8 ~~and~~ registered series; or

9 (ii) a surviving merging series and one or  
10 more new protected series or registered series; or

11 (B) the combination of one or more merging series  
12 with one or more merging series resulting in:

13 (i) one or more surviving merging series;

14 (ii) the creation of one or more new  
15 protected series or registered series; or

16 (iii) one or more surviving merging series  
17 and the creation of one or more new protected series or registered  
18 series.

19 SECTION 50. Sections 101.633(b) and (e), Business  
20 Organizations Code, are amended to read as follows:

21 (b) One or more merging series of the same limited liability  
22 company may effect ~~affect~~ a merger as provided by a plan of merger  
23 that is approved in accordance with this section and that complies  
24 with Sections 101.634 through 101.636. The plan of merger shall  
25 provide for one or more surviving or new protected series or  
26 registered series of the same limited liability company.

27 (e) An item required by Subsection ~~Subsections~~ (d)(6),

1 (7), or ~~[and]~~ (8) may be included in the plan of merger by an  
2 attachment or exhibit to the plan.

3 SECTION 51. Sections 101.634(a), (d), and (e), Business  
4 Organizations Code, are amended to read as follows:

5 (a) If ~~[After approval of a plan of merger as provided by~~  
6 ~~Section 101.633, if]~~ a registered series is a party to the merger or  
7 if a new registered series is to be created by the merger, a  
8 certificate of merger must be signed by each merging series that is  
9 a party to the merger and must include a statement certifying the  
10 following:

11 (1) the name of each merging series that is a party to  
12 the merger and the name of the limited liability company that formed  
13 that merging series;

14 (2) that a plan of merger has been approved and  
15 executed by or on behalf of each merging series that is to merge;

16 (3) the name of each merging series that survives the  
17 merger and each new registered series or protected series that is  
18 created by the merger;

19 (4) any amendment to the certificate of registered  
20 series of any registered series that is a surviving merging series,  
21 including a change in the name of the surviving registered series,  
22 to be effected by the merger or a statement that amendments are  
23 being made to the certificate of registered series of any  
24 registered series that is a surviving merging series under a  
25 certificate of amendment attached to the certificate of merger  
26 under Subsection (d);

27 (5) the certificate of registered series for each new



1 registered series that is to be created by the merger is being filed  
2 with the certificate of merger;

3 (6) that the plan of merger is on file at a place of  
4 business of each surviving or new registered series or the limited  
5 liability company that formed the registered series, and the  
6 address of that place of business;

7 (7) that a copy of the plan of merger will be on  
8 written request furnished without cost by each surviving merging  
9 series or new registered series or protected series to any member of  
10 any merging series that is a party to the merger or any registered  
11 series or protected series created by the plan of merger and, for a  
12 merger with multiple surviving or new series, to any creditor or  
13 obligee of the parties to the merger at the time of the merger if a  
14 liability or obligation is then outstanding;

15 (8) if approval of the members of any merging series  
16 that was a party to the plan of merger is not required by this code  
17 or the company agreement, a statement to that effect; and

18 (9) a statement that the plan of merger has been  
19 approved as required by this code and by the company agreement.

20 (d) The certificate of merger must be filed with the  
21 secretary of state in accordance with [7] and take effect as a filing  
22 instrument as specified by Chapter 4. If a new registered series is  
23 to be created by the merger, a certificate of registered series for  
24 the new registered series that complies with Section 101.623 must  
25 be simultaneously filed with the certificate of merger in  
26 accordance with Chapter 4 as a filing instrument and must take  
27 effect simultaneously with the effectiveness of the certificate of

1 merger.

2 (e) Whenever this section requires the filing of a  
3 certificate of merger, that requirement may be ~~[is]~~ satisfied by  
4 the filing of the plan of merger containing the information  
5 required to be included in the certificate of merger as provided by  
6 this section.

7 SECTION 52. Section [101.636](#), Business Organizations Code,  
8 is amended to read as follows:

9 Sec. 101.636. PROHIBITION ON MERGER PERMITTED. A company  
10 agreement may provide that a protected series or registered series  
11 ~~[company]~~ does not have the power to merge under Section [101.633](#).

12 SECTION 53. Section [151.001\(5\)](#), Business Organizations  
13 Code, is amended to read as follows:

14 (5) "Partnership agreement" means any agreement,  
15 written or oral, of the partners concerning a partnership and the  
16 partnership's affairs or business, and includes amendments to the  
17 partnership agreement. A partnership is not required to sign its  
18 partnership agreement. A partnership is bound by its partnership  
19 agreement whether or not the partnership signs the partnership  
20 agreement. A partnership agreement may provide rights to any  
21 person, including a person who is not a party to the partnership  
22 agreement, to the extent contained in the partnership agreement. A  
23 partner of a partnership or a transferee or assignee of a  
24 partnership interest is bound by the partnership agreement whether  
25 or not the partner, transferee, or assignee signs the partnership  
26 agreement. A written partnership agreement may consist of one or  
27 more agreements, instruments, or other writings and may include or

1 incorporate one or more schedules, supplements, or other writings  
2 providing for the conduct of the business and affairs of the  
3 partnership.

4 SECTION 54. Section 152.002(b), Business Organizations  
5 Code, is amended to read as follows:

6 (b) A partnership agreement or the partners may not:

7 (1) unreasonably restrict a partner's or former  
8 partner's right of access to books and records under Section  
9 152.212;

10 (2) eliminate the duty of loyalty under Section  
11 152.205, except that the partners by agreement may identify  
12 specific types of activities or categories of activities that do  
13 not violate the duty of loyalty if the types or categories are not  
14 manifestly unreasonable;

15 (3) eliminate the duty of care under Section 152.206,  
16 except that the partners by agreement may determine the standards  
17 by which the performance of the obligation is to be measured if the  
18 standards are not manifestly unreasonable;

19 (4) eliminate the obligation of good faith under  
20 Section 152.204(b), except that the partners by agreement may  
21 determine the standards by which the performance of the obligation  
22 is to be measured if the standards are not manifestly unreasonable;

23 (5) vary the power to withdraw as a partner under  
24 Section 152.501(b)(1), (7), or (8), except for the requirement that  
25 notice be in writing;

26 (6) vary the right to expel a partner by a court in an  
27 event specified by Section 152.501(b)(5);

1           (7) restrict rights of a third party under this  
2 chapter or the other partnership provisions, except for a  
3 limitation on an individual partner's liability in a limited  
4 liability partnership as provided by this chapter;

5           (8) select a governing law not permitted under  
6 Sections 1.103 and 1.002(43)(C); or

7           (9) except as provided in Subsections (c) and (d),  
8 waive or modify the following provisions of Title 1:

9           (A) Chapter 1, if the provision is used to  
10 interpret a provision or to define a word or phrase contained in a  
11 section listed in this subsection;

12           (B) Chapter 2, other than Sections 2.104(c)(2),  
13 2.104(c)(3), and 2.113;

14           (C) Chapter 3, other than Subchapters C and E of  
15 that chapter; or

16           (D) Chapters 4, 5, 10, 11, and 12, other than  
17 Sections 11.057(a), (b), (c)(1), (c)(3), (d), and (f).

18           SECTION 55. Section 153.004(a), Business Organizations  
19 Code, is amended to read as follows:

20           (a) Except as provided by this section, the following  
21 provisions of Title 1 may not be waived or modified in the  
22 partnership agreement of a limited partnership:

23           (1) Chapter 1, if the provision is used to interpret a  
24 provision or define a word or phrase contained in a section listed  
25 in this subsection;

26           (2) Chapter 2, other than Section 2.104(c)(2),  
27 2.104(c)(3), or 2.113;

1           (3) Chapter 3, other than Subchapters C and E of that  
2 chapter and Section 3.151 (provided, that in all events a  
3 partnership agreement may not validly waive or modify Section  
4 153.551 or unreasonably restrict a partner's or assignee's rights  
5 [~~right of access to books and records~~] under Section 153.552); or

6           (4) Chapter 4, 5, 10, 11, or 12, other than Section  
7 11.058.

8           SECTION 56. Section 153.112, Business Organizations Code,  
9 is amended to read as follows:

10           Sec. 153.112. RECEIPT OF WRONGFUL DISTRIBUTION. A limited  
11 partner who receives a distribution that is not permitted under  
12 Section 153.210 is not required to return the distribution unless  
13 the limited partner knew that the distribution violated the  
14 prohibition of Section 153.210. This section does not affect an  
15 obligation of the limited partner under the partnership agreement,  
16 another agreement, or other applicable law to return the  
17 distribution.

18           SECTION 57. Section 153.552, Business Organizations Code,  
19 is amended to read as follows:

20           Sec. 153.552. EXAMINATION OF RECORDS [~~AND INFORMATION~~].

21 (a) On written demand [~~request~~] stating a proper purpose, a partner  
22 or an assignee of a partnership interest in a limited partnership is  
23 entitled [~~may examine and copy, in person or through a~~  
24 ~~representative, records required to be kept under Section 153.551~~  
25 ~~and other information regarding the business, affairs, and~~  
26 ~~financial condition of the limited partnership as is just and~~  
27 ~~reasonable for the person] to examine and copy, at a reasonable time~~

1 at the partnership's principal office identified under Section  
2 153.551 or other location approved by the partnership and the  
3 partner or assignee, any records of the partnership, whether in  
4 written or other tangible form, which are reasonably related to and  
5 appropriate to examine and copy for that proper purpose.

6 (b) The examination and copying [~~records requested~~] under  
7 Subsection (a) may be conducted by the partner or assignee or  
8 through an agent, accountant, or attorney. An agent, accountant,  
9 or attorney who conducts an examination and copying under this  
10 section is subject to any obligations of the partner or assignee  
11 with respect to the records made available for examination and  
12 copying [~~examined and copied at a reasonable time and at the~~  
13 ~~partner's sole expense~~].

14 (c) On written request by a partner or an assignee of a  
15 partnership interest, the partnership shall provide to the  
16 requesting partner or assignee without charge copies of:

17 (1) the partnership agreement and certificate of  
18 formation and all amendments or restatements; and

19 (2) any tax return described by Section 153.551(a)(2).

20 (d) A demand or request made by a partner or assignee under  
21 Subsection (a) or (c) must be made to:

22 (1) the person who is designated to receive the demand  
23 or request in the partnership agreement at the address designated  
24 in the partnership agreement; or

25 (2) if there is no designation, a general partner at  
26 the partnership's principal office in the United States.

27 SECTION 58. Subchapter C, Chapter 154, Business

1 Organizations Code, is amended by adding Section 154.205 to read as  
2 follows:

3 Sec. 154.205. RATIFICATION OF VOID OR VOIDABLE ACTS OR  
4 TRANSACTIONS. (a) Any act or transaction taken by or on behalf of a  
5 partnership under this code or a partnership agreement that is void  
6 or voidable when taken may be ratified, and the failure to comply  
7 with any requirements of the partnership agreement which caused the  
8 act or transaction to be void or voidable may be waived, in  
9 accordance with this section.

10 (b) An act or transaction may be ratified or waived, as  
11 applicable, with the approval of the partners or other persons  
12 whose approval would be required under the partnership agreement at  
13 the time of the ratification or waiver:

14 (1) for the void or voidable act or transaction to be  
15 validly taken; or

16 (2) to amend the partnership agreement in a manner  
17 that would permit the void or voidable act or transaction to be  
18 validly taken.

19 (c) If the void or voidable act or transaction was the  
20 issuance or assignment of any partnership interests, the  
21 partnership interests purportedly issued or assigned are deemed to  
22 have not been issued or assigned for purposes of determining  
23 whether the void or voidable act or transaction is ratified or  
24 waived under Subsection (b).

25 (d) Any act or transaction ratified or waived under this  
26 section is deemed validly taken at the time the act or transaction  
27 occurred.

1        (e) This section may not be construed to limit the  
2 accomplishment of a ratification or waiver of a void or voidable act  
3 or transaction by other lawful means.

4        SECTION 59. The following provisions of the Business  
5 Organizations Code are repealed:

- 6            (1) Section 21.160(d);
- 7            (2) Sections 21.169(d) and (e);
- 8            (3) Section 21.354(a-1); and
- 9            (4) Section 22.158(d).

10        SECTION 60. This Act takes effect September 1, 2023.