

# PARTNERSHIPS

## CHAPTER 498

SENATE BILL NO. 2102  
(Committee on Industry, Business, and Labor)  
(At the request of the Secretary of State)

### PARTNERSHIP FILINGS, CERTIFICATES, AND FEES

AN ACT to amend and reenact subsection 2 of section 45-10-02, subsections 3, 4, and 5 of section 45-10-25, and sections 45-11-01, 45-11-02, 45-11-05, 45-11-06, and 45-11-07 of the North Dakota Century Code, relating to the place of filing a partnership, amendments and cancellations of certificates of partnership, and the use of a fictitious partnership name; and to repeal subsection 20 of section 11-17-04 of the North Dakota Century Code, relating to fees charged by the clerk of district court for filing a partnership.

BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF THE STATE OF NORTH DAKOTA:

SECTION 1. AMENDMENT. Subsection 2 of section 45-10-02 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

2. File the certificate in the office of the clerk of the district court wherein the principal place of business of the partnership is located, and file a certified copy thereof, together with a fee of ten seventy-five dollars, in the office of the secretary of state.

SECTION 2. AMENDMENT. Subsections 3, 4, and 5 of section 45-10-25 are hereby amended and reenacted to read as follows:

3. A person desiring the cancellation or amendment of a certificate, if any person designated in subsections 1 and 2 as a person who must execute the writing refuses to do so, may petition the district court wherein the certificate is filed principal place of business of the partnership is located to direct a cancellation or amendment thereof.
4. If the court finds that the petitioner has a right to have the writing executed by a person who refuses to do so, it shall order the clerk of the district court in the office where the certificate is filed secretary of state to file

the cancellation or amendment of the certificate; and where the certificate is to be amended, the court shall also cause to be filed in said office a certified copy of its order setting forth the amendment.

5. A certificate is amended or canceled when there is filed in the office of the clerk of the district court wherein the certificate has been previously filed and when there is filed in the office of the secretary of state:
  - a. A writing in accordance with the provisions of subsection 1 or 2; or
  - b. A certified copy of the order of court in accordance with the provisions of subsection 4.

SECTION 3. AMENDMENT. Section 45-11-01 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

45-11-01. Use of fictitious partnership name - Certificate - Filing - Publication. Except as otherwise provided in section 45-11-03, every partnership transacting business in this state under a fictitious name, or a designation not showing the names of the persons interested as partners in such business, must file with the clerk of the district court of the county in which its principal place of business is situated secretary of state a certificate stating the names in full of all the members of such partnership and their places of residence, and must publish the same once in a newspaper published in the county in which the principal place of business of the partnership is located, if there is one, and if there is none in such county, then in a newspaper published in an adjoining county.

SECTION 4. AMENDMENT. Section 45-11-02 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

45-11-02. How certificate executed. A certificate filed with the clerk of the district court secretary of state as provided in section 45-11-01 must be signed by the partners and acknowledged before some officer authorized to take acknowledgments of conveyances of real property.

SECTION 5. AMENDMENT. Section 45-11-05 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

45-11-05. New certificate required when members changed. Whenever there is a change in the members of a partnership transacting business in this state under a fictitious name, or in a designation which does not show the names of the persons interested as partners in the business, except in a case mentioned in section 45-11-03, a new certificate must be filed with the clerk of the district court secretary of state and a new publication made as required by this chapter upon the formation of such partnership.

SECTION 6. AMENDMENT. Section 45-11-06 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

45-11-06. ~~Duty of clerk~~ secretary of state regarding certificates of partnership. ~~Every clerk of the district court~~ The secretary of state must keep a register of the names of firms and persons mentioned in the certificates filed with him pursuant to this chapter, entering in alphabetical order the name of every such partnership and of each partner therein.

SECTION 7. AMENDMENT. Section 45-11-07 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

45-11-07. Certified copy used as evidence. A copy of the entry of the ~~clerk of the district court~~ secretary of state relating to a partnership certificate, made as directed in section 45-11-01, when certified by him, and an affidavit of publication made as prescribed in title 31, is presumptive evidence of the facts stated therein.

SECTION 8. REPEAL. Subsection 20 of section 11-17-04 of the 1981 Supplement to the North Dakota Century Code is hereby repealed.

Approved March 15, 1983