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## Massachusetts Amends Limited Partnership and Limited Liability Company Statutes

2008-10-07

The Commonwealth of Massachusetts recently amended its limited partnership and limited liability company statutes as follows:

- Massachusetts limited partnerships and foreign limited partnerships that are qualified in Massachusetts must file annual reports and pay a \$500 filing fee in connection therewith (\$450 if the filing is made electronically). Each partnership's report is due each year on or before the anniversary date of the filing of its original certificate of limited partnership or foreign qualification registration. The report must contain all information included in the partnership's certificate of limited partnership or foreign qualification registration, and any other matters the general partner determines to include. The report must be signed by at least one general partner and must be accompanied by the appropriate fee. The annual report for a domestic limited partnership and foreign limited partnership forms can be accessed and filed here, by clicking on the applicable form under the Limited Liability Company and Partnership Section.
- The resident agent for either a domestic or foreign Massachusetts-qualified limited partnership or LLC must consent to service as such. In connection with the formation or foreign qualification of a limited partnership or LLC, the consent of the resident agent must be included in, or attached to, the relevant filed formation or foreign qualification document. It is not entirely clear how this requirement will be implemented for entities that have already been formed or qualified in Massachusetts, but it is currently expected that no action would be necessary by any such entity until such time as it changes its resident agent (at which time the consent of the new agent would be required).
- Filings of notice of change of the resident agent for either a domestic or foreign Massachusetts-qualified limited partnership or LLC are required. The Secretary of State's office has advised that for LLCs, this change can be effected by updating the information in the LLC's annual report. For limited partnerships, the change must be made by filing an amendment to the partnership's certificate of limited partnership (which is somewhat inconsistent with the LLC procedure). We expect that this may be clarified in the coming months. In either case, the new resident agent would need to sign the annual report or amendment, as applicable, or a separate document to be filed with the report or

amendment, reflecting its consent to serve as a resident agent.

- The Secretary of State has been authorized to administratively dissolve, or terminate the foreign qualification of, any limited partnership or LLC that does not file annual reports in the Commonwealth for two consecutive years.
- A mechanism for reinstatement of administratively dissolved limited partnerships or LLCs (or reinstatement of their foreign qualification, in the case of foreign limited partnerships or LLCs) will be provided.

The changes became effective September 1, 2008. Information about the new rules and the associated filing requirements can be found [here](#), under the Limited Liability Company and Partnership Section.