

## **New Laws on General Partnerships (including Limited Liability Partnerships), Limited Partnerships and Limited Liability Companies Coming to Pennsylvania**

Act 170 of 2016 (effective February 21, 2016)

Legislation signed into law on November 21, 2016, amends Title 15 and Title 54 of the Pennsylvania Consolidated Statutes to clarify and replace out-of-date laws on unincorporated entities. [Act 170](#) repeals and replaces existing Pennsylvania law on general partnerships, limited partnerships and limited liability companies with the most recent revisions of three acts promulgated by the Uniform Law Commission: the Uniform Partnership Act (UPA), the Uniform Limited Partnership Act (ULPA) and the Uniform Limited Liability Company Act (ULLCA). The legislation also includes extensive amendments to Pennsylvania law on limited liability partnerships (LLP-G) and limited liability limited partnerships (LLP-LP). Amendments are also made to general provisions of Titles 15 and 54, including conforming amendments to the Business Corporation Law and Nonprofit Corporation Law.

The Act will be effective in two stages:

- On **February 21, 2017**, for all general partnerships, limited partnerships and limited liability companies formed *on or after* February 21, 2017
- On **April 1, 2017**, for all general partnerships, limited partnerships and limited liability companies formed *before* February 21, 2017, unless they elect, in the manner provided in the partnership agreement/operating agreement or by law for amending the partnership agreement/operating agreement, to be subject to the new law.

The Department of State's Bureau of Corporations and Charitable Organizations (Bureau) will be revising all its forms for limited partnerships and limited liability companies by February 21, 2017. There are a total of 20 revised forms, which will be published in the [Pennsylvania Bulletin](#). The Bureau is also preparing 11 new forms for general partnerships, limited partnerships and limited liability companies. These forms will be published and available by February 21, 2017. All new and revised forms will be available in fillable Adobe PDF format on the Bureau's [Registration Forms](#) webpage on Friday, February 17, 2017. The Bureau's online business document filing system ([PENN File](#)) will be unavailable the morning of Tuesday, February 21, 2017 for implementation of the Act 170 changes. Following successful deployment of the changes, many (but not all) of the new and revised forms will be available on [PENN File](#).

December 30, 2016