

1 State of Arkansas  
2 94th General Assembly  
3 Regular Session, 2023  
4

# A Bill

HOUSE BILL 1278

5 By: Representatives Gazaway, M. Shepherd  
6 By: Senators C. Tucker, J. Bryant  
7

## For An Act To Be Entitled

8  
9 AN ACT TO MAKE TECHNICAL CORRECTIONS TO TITLE 4 OF  
10 THE ARKANSAS CODE CONCERNING BUSINESS AND COMMERCIAL  
11 LAW; AND FOR OTHER PURPOSES.  
12  
13

## Subtitle

14  
15 TO MAKE TECHNICAL CORRECTIONS TO TITLE 4  
16 OF THE ARKANSAS CODE CONCERNING BUSINESS  
17 AND COMMERCIAL LAW.  
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20 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF ARKANSAS:  
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22 SECTION 1. Arkansas Code § 4-26-1001(9)(C), concerning the definition  
23 of "organizational documents" because a different term is now used in the  
24 Uniform Limited Liability Company Act, Acts 2021, No. 1041, codified at § 4-  
25 38-101 et seq., is amended to read as follows:

26 (C) For a domestic or foreign limited liability company,  
27 its ~~articles of organization~~ certificate of organization and operating  
28 agreement or the comparable records provided for in its governing statute;  
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30 SECTION 2. Arkansas Code § 4-27-1101(9)(C), concerning the definition  
31 of "organizational documents" because a different term is now used in the  
32 Uniform Limited Liability Company Act, Acts 2021, No. 1041, codified at § 4-  
33 38-101 et seq., is amended to read as follows:

34 (C) For a domestic or foreign limited liability company,  
35 its ~~articles of organization~~ certificate of organization and operating  
36 agreement, or the comparable records provided for in its governing statute;



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2 SECTION 3. Arkansas Code § 4-37-102(13), concerning the definition of  
3 "manager" or "managers" because a different term is now used in the Uniform  
4 Limited Liability Company Act, Acts 2021, No. 1041, codified at § 4-38-101 et  
5 seq., is amended to read as follows:

6 (13) "Manager" or "managers" means, with respect to a limited  
7 liability company that has set forth in its ~~articles of organization~~  
8 operating agreement that it is to be managed by managers, the person or  
9 persons designated in accordance with § 4-38-407.

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11 SECTION 4. Arkansas Code § 4-46-901(9)(C), concerning the definition  
12 of "organizational documents" because a different term is now used in the  
13 Uniform Limited Liability Company Act, Acts 2021, No. 1041, codified at § 4-  
14 38-101 et seq., is amended to read as follows:

15 (C) For a domestic or foreign limited liability company,  
16 its ~~articles of organization~~ certificate of organization and operating  
17 agreement, or the comparable records as provided in its governing statute;  
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19 SECTION 5. Arkansas Code § 4-47-1101(9)(C), concerning the definition  
20 of "organizational documents" because a different term is now used in the  
21 Uniform Limited Liability Company Act, Acts 2021, No. 1041, codified at § 4-  
22 38-101 et seq., is amended to read as follows:

23 (C) for a domestic or foreign limited liability company,  
24 its ~~articles of organization~~ certificate of organization and operating  
25 agreement, or comparable records as provided in its governing statute;  
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27 SECTION 6. Arkansas Code § 4-70-201(c), concerning the applicability  
28 of the subchapter of business under assumed names because a different term is  
29 now used in the Uniform Limited Liability Company Act, Acts 2021, No. 1041,  
30 codified at § 4-38-101 et seq., is amended to read as follows:

31 (c) This subchapter shall not apply to any limited liability company  
32 which has filed its ~~articles of organization~~ certificate of organization with  
33 the Secretary of State pursuant to § 4-38-201.  
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35 SECTION 7. DO NOT CODIFY. CONSTRUCTION AND LEGISLATIVE INTENT.

36 It is the intent of the General Assembly that:

1           (1) The enactment and adoption of this act shall not expressly  
2 or impliedly repeal an act passed during the regular session of the Ninety-  
3 Fourth General Assembly;

4           (2) To the extent that a conflict exists between an act of the  
5 regular session of the Ninety-Fourth General Assembly and this act:

6           (A) The act of the regular session of the Ninety-Fourth  
7 General Assembly shall be treated as a subsequent act passed by the General  
8 Assembly for the purposes of:

9           (i) Giving the act of the regular session of the  
10 Ninety-Fourth General Assembly its full force and effect; and

11           (ii) Amending or repealing the appropriate parts of  
12 the Arkansas Code of 1987; and

13           (B) Section 1-2-107 shall not apply; and

14           (3) This act shall make only technical, not substantive, changes  
15 to the Arkansas Code of 1987.

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