

IDAHO UNIFORM BUSINESS ORGANIZATIONS CODE

CROSS REFERENCE CHARTS

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July 1, 2015

CORPORATIONS

General Provisions:

OLD	NEW
30-1-101. Short Title	30-29-10. Short Title
30-1-102. Reservation of Power to Amend or Repeal	30-21-701. Reservation of Power to Amend or Repeal
30-1-121. Forms	30-21-202. Forms
30-1-122. Filing, Service, and Copying Fees	30-21-214. Fees
30-1-123. Effective Time and Date of Document	30-21-203. Effective Dates and Times
30-1-124. Correcting Filed Document	30-21-205. Correcting Filed Record
30-1-125. Filing Duty of Secretary of State	30-21-206. Duty of Secretary of State to File – Review of Refusal to File
30-1-126. Appeal From Secretary of State’s Refusal to File Document	30-21-206. Duty of Secretary of State to File – Review of Refusal to File
30-1-127. Evidentiary Effect of Copy of Filed Document	30-21-207. Evidentiary Effect of Copy of Filed Record
30-1-128. Certificate of Existence	30-21-208. Certificate of Good Standing or Registration
30-1-129. Penalty for Signing False Document	≈ 30-21-211. Liability for Inaccurate Information In Filed Record
30-1-130. Powers of Secretary of State	≈ 30-21-105 Rules and Procedures
30-1-140. Chapter Definitions	30-29-140. Chapter Definitions
30-1-141. Notice	30-29-141. Notice

New Sections:

- None.

Incorporation: No changes

Purposes and Powers: No changes

Name:

OLD	NEW
30-1-401. Corporate Name	30-21-302. Name Requirements for Certain Types of Entities

30-1-402. Reserved Name	30-21-303. Reservation of Name
30-1-403. Registered Name	30-21-304. Registration of Name

Shares and Distributions: No changes

Shareholders: No changes

Directors and Officers: No changes

Domestication: ----

Amendment of Articles of Incorporation and Bylaws: No changes

Merger and Share Exchange:

OLD	NEW
30-1-1100. Applicability of Idaho Entity Transactions Act	Not Applicable
30-1-1101. Definitions	30-22-102. Definitions
30-1-1102. Merger	Part 2 of Entity Transactions Chapter
30-1-1103. Share Exchange	Part 3 of Entity Transactions Chapter
30-1-1106. Articles of Merger or Share Exchange	Parts 2 and 3 of Entity Transactions Chapter
30-1-1107. Effect of Merger or Share Exchange	Parts 2 and 3 of Entity Transactions Chapter
30-1-1108. Abandonment of a Merger or Share Exchange	Parts 2 and 3 of Entity Transactions Chapter

Disposition of Assets: No changes

Appraisal Rights: No changes

Dissolution:

OLD	NEW
30-1-1420. Grounds for Administrative Dissolution	30-21-601. Grounds
30-1-1421. Procedure For and Effect of Administrative Dissolution	30-21-602. Procedure and Effect
30-1-1422. Reinstatement Following Administrative Dissolution	30-21-603. Reinstatement
30-1-1423. Appeal from Denial of Reinstatement	30-21-604. Judicial Review of Denial of Reinstatement

Foreign Corporations:

OLD	NEW
30-1-1501. Authority to Transact Business Required	30-21-502 Registration to Do Business in This State
30-1-1502. Consequences of Transacting	

Business Without Authority	
30-1-1503. Application for Certificate of Authority	30-21-503. Foreign Registration Statement
30-1-1504. Amended Certificate of Authority	30-21-504. Amendment of Foreign Registration Statement
30-1-1505. Effect of Certificate of Authority	
30-1-1506. Corporate Name of Foreign Corporation	
30-1-1510. Service on Foreign Corporation	
30-1-1520. Withdrawal of Foreign Corporation	30-21-507. Withdrawal of Registration of Registered Foreign Entity
30-1-1530. Grounds for Revocation of Certificate of Authority	
30-1-1531. Procedure For and Effect of Revocation	
30-1-1532. Appeal from Revocation	

Records and Reports:

OLD	NEW
30-1-1622. Annual Report for Secretary of State	30-21-213. Annual Report for Secretary of State

Transition Provisions: No changes

GENERAL PARTNERSHIPS

General Provisions:

OLD	NEW
53-3-101. Definitions	30-23-102. Definitions
53-3-102. Knowledge and Notice	30-23-103. Knowledge -- Notice
53-3-103. Effect of Partnership Agreement – Nonwaivable Provisions	30-23-105. Partnership Agreement – Scope, Function and Limitations
53-3-104. Supplemental Principles of Law	30-21-702. Supplemental Principles of Law
53-3-105. Execution and Filing of Statements	???
53-3-105A. Fees	30-21-214. Fees
53-3-106. Governing Law	30-23-104. Governing Law
53-3-107. Partnership Subject to Amendment or Repeal of Act	???

New Sections:

- 30-23-101. SHORT TITLE
- 30-23-106. PARTNERSHIP AGREEMENT – EFFECT ON PARTNERSHIP AND PERSON BECOMING PARTNER – PREFORMATION AGREEMENT

- 30-23-107. PARTNERSHIP AGREEMENT – EFFECT ON THIRD PARTIES AND RELATIONSHIP TO RECORDS EFFECTIVE ON BEHALF OF PARTNERSHIP
- 30-23-108. SIGNING OF RECORDS TO BE DELIVERED FOR FILING TO SECRETARY OF STATE
- 30-23-109. LIABILITY FOR INACCURATE INFORMATION IN FILED RECORD
- 30-23-110. APPLICATION TO EXISTING RELATIONSHIPS
- 30-23-111. SUBJECTS COVERED OUTSIDE CHAPTER

Nature of Partnership: No changes

Relations of Partners to Persons Dealing with Partnership: No changes

Relations of Partners to Each Other and to Partnership:

OLD	NEW
53-3-402. Distributions in Kind	
53-3-403. Partner’s Rights and Duties with Respect to Information	
53-3-404. General Standards of Partner’s Conduct	
53-3-405. Actions by Partnership and Partners	
53-3-406. Continuation of Partnership Beyond Definite Term or Particular Undertaking	30-23-411. Continuation of Partnership Beyond Definite Term or Particular Undertaking

New Sections:

- 30-23-402. Becoming Partner
- 30-23-403. Form of Contribution
- 30-23-404. Liability for Contribution
- 30-23-405. Sharing Of and Right to Distributions Before Dissolution
- 30-23-406. Limitations on Distributions by Limited Liability Partnership
- 30-23-407. Liability for Improper Distributions by Limited Liability Partnership
- 30-23-408. Rights of Partners and Persons Dissociated as Partner to Information
- 30-23-409. Standards of Conduct for Partners
- 30-23-410. Actions by Partnership and Partners

Transferees and Creditors of Partner:

New Section:

- 30-23-504. Charging Order

Partner’s Dissociation: No changes

Partner’s Dissociation When Business Not Wound Up: No changes

Winding Up Partnership Business:

OLD	NEW
53-3-802. Partnership Continues After Dissolution	
53-3-803. Right to Wind Up Partnership Business	
53-3-805. Statement of Dissolution	
53-3-806. Partner's Liability to Other Partners After Dissolution	30-23-805. Liability After Dissolution
53-3-807. Settlement of Accounts and Contributions Among Partners	30-23-806. Disposition of Assets in Winding Up; When Contributions Required

New Sections:

- 30-23-802. Winding up
- 30-23-803. Rescinding Dissolution
- 30-23-807. Known Claims Against Dissolved Limited Liability Partnership
- 30-23-808. Other Claims Against Dissolved Limited Liability Partnership
- 30-23-809. Court Proceedings
- 30-23-810. Liability of Partner and Person Dissociated as Partner When Claim Against Limited Liability Partnership Barred

Conversions and Mergers: Generally, see Article 2 Entity Transactions Part 2 and Part 4

OLD	NEW
53-3-901. Definitions	
53-3-901A. Applicability of Idaho Entity Transactions Act	
53-3-902. Conversion of Partnership to Limited Partnership	
53-3-903. Conversion of Limited Partnership to Partnership	
53-3-904. Effect of Conversion – Entity Unchanged	
53-3-905. Merger of Partnerships	
53-3-906. Effect of Merger	
53-3-907. Statement of Merger	30-22-205. Statement of Merger; Effective Date
53-3-908. Nonexclusive	

Limited Liability Partnership:

OLD	NEW
53-3-1002. Name	30-21-302. Name Requirements for Certain Types of Entities

53-3-1003. Annual Report	30-21-213. Annual Report For Secretary of State
53-3-1003A. Revocation of Statement of Qualification	30-23-902. Administrative Revocation of Statement of Qualification

New Sections:

- 30-23-903. Reinstatement
- 30-23-904. Judicial Review of Denial of Reinstatement

Foreign Limited Liability Partnership: See Article 1 General Provisions, Part 5 Foreign Entities

Miscellaneous Provisions:

OLD	NEW
53-3-1201. Uniformity of Application and Construction	30-21-703. Uniformity or Consistency of Application and Construction
53-3-1202. Short Title	30-23-101. Short Title
53-3-1203. Severability Clause	30-21-706. Severability Clause
53-3-1204. Applicability	30-21-103. Applicability of Chapter
53-3-1205. Savings Clause	30-21-705. Savings Clause

ENTITY TRANSACTIONS

General Provisions: No changes

Merger: No changes

Interest Exchange: No changes

Conversion: No changes

Domestication: No changes

Miscellaneous Provisions:

OLD	NEW
30-18-701. Consistency of Application	30-21-703. Uniformity or Consistency of Application and Construction
30-18-702. Relation to Electronic Signatures in Global and National Commerce Act	30-21-704. Relation to Electronic Signatures in Global and National Commerce Act
30-18-703. Requirements for Filing of Documents	30-21-201. Entity Filing Requirements
30-18-704. Forms	30-21-202. Forms
30-18-705. Filing, Service and Copying Fees	30-21-214. Fees
30-18-706. Effective Time and Date of Document	30-21-203. Effective Dates and Times
30-18-707. Correcting Filed Document	30-21-205. Correcting Filed Record
30-18-708. Filing Duty of Secretary of State	30-21-206. Duty of Secretary of State to File

	– Review of Refusal to File
30-18-709. Appeal from Refusal to File a Document	30-21-206. Duty of Secretary of State to File – Review of Refusal to File
30-18-710. Evidentiary Effect of Copy of Filed Document	30-21-208. Evidentiary Effect of Copy of Filed Record
30-18-711. Penalty for Signing False Document	
30-18-712. Powers of Secretary of State	
30-18-713. Savings Clause	30-21-705. Savings Clause

LIMITED PARTNERSHIPS

General Provisions:

OLD	NEW
53-2-101. Short Title	30-24-101. Short Title
53-2-102. Definitions	30-24-102. Definitions
53-2-103. Knowledge and Notice	30-24-103. Knowledge – Notice
53-2-104. Nature, Purpose and Duration of Entity	30-24-110. Nature, Purpose, and Duration of Limited Partnership
53-2-105. Powers	30-24-111. Powers
53-2-106. Governing Law	30-24-104. Governing Law
53-2-107. Supplemental Principles of Law – Rate of Interest	30-21-702. Supplemental Principles of Law
53-2-108. Name	30-21-302. Name Requirements for Certain Types of Entities
53-2-109. Reservation of Name	30-21-303. Reservation of Name
53-2-110. Effect of Partnership Agreement – Nonwaivable Provisions	30-24-105. Partnership Agreement – Scope – Function – Limitations
53-2-111. Required Information	30-24-108. Required Information
53-2-112. Business Transactions of Partner with Partnership	
53-2-113. Dual Capacity	30-24-109. Dual Capacity
53-2-118. Consent and Proxies of Partners	

New Sections:

- 30-24-106. PARTNERSHIP AGREEMENT – EFFECT ON LIMITED PARTNERSHIP AND PERSON BECOMING PARTNER – PREFORMATION AGREEMENT
- 30-24-107. PARTNERSHIP AGREEMENT – EFFECT ON THIRD PARTIES – RELATIONSHIP TO RECORDS EFFECTIVE ON BEHALF OF LIMITED PARTNERSHIP
- 30-24-112. APPLICATION TO EXISTING RELATIONSHIPS

Formation; Certificate of Limited Partnership and Other Filings:

OLD	NEW
53-2-203. Statement of Termination	
53-2-204. Signing of Records	30-24-203. Signing of Records to be Delivered for Filing to Secretary of State
53-2-205. Signing and Filing Pursuant to Judicial Order	30-21-210. Signing and Filing Pursuant to Judicial Order
53-2-206. Delivery to And Filing of Records by Secretary of State – Effective Time and Date	30-21-203. Effective Dates and Times
53-2-207. Correcting Filed Record	30-21-205. Correcting Filed Record
53-2-208. Liability for False Information in Filed Record	30-21-211. Liability for Inaccurate Information in Filed Record
53-2-209. Certificate of Existence or Authorization	30-21-208. Certificate of Good Standing or Registration
53-2-210. Annual Report for Secretary of State	30-21-213. Annual Report for Secretary of State

Limited Partners: No changes

General Partners:

OLD	NEW
53-2-408. General Standards of General Partner’s Conduct	30-24-409. Standards of Conduct for General Partners

New Section:

- 30-24-408. Reimbursement, Indemnification, Advancement, and Insurance

Contributions and Distributions:

OLD	NEW
53-2-504. Interim Distributions	
53-2-505. No Distribution on Account of Dissociation	
53-2-506. Distribution in Kind	
53-2-507. Right to Distribution	
53-2-508. Limitations on Distribution	30-24-504. Limitations on Distributions
53-2-509. Liability for Improper Distributions	30-24-505. Liability for Improper Distributions

Dissociation: No changes

Transferable Interests and Rights of Transferees and Creditors: No changes

Dissolution:

OLD	NEW
53-2-801. Nonjudicial Dissolution	

53-2-802. Judicial Dissolution	
53-2-803. Winding Up	30-24-802. Winding Up
53-2-808. Liability of General Partner and Person Dissociated as General Partner When Claim Against Limited Partnership Barred	30-24-809. Liability of General Partner and Person Dissociated as General Partner When Claim Against Limited Partnership Barred
53-2-809. Administrative Dissolution	30-21-601. Grounds 30-21-602. Procedure and Effect
53-2-810. Reinstatement Following Administrative Dissolution	30-21-603. Reinstatement
53-2-811. Appeal from Denial of Reinstatement	30-21-604. Judicial Review of Denial of Reinstatement
53-2-812. Disposition of Assets – When Contributions Required	30-24-812. Disposition of Assets in Winding Up – When Contributions Required

New Sections:

- 30-24-801. Events Causing Dissolution
- 30-24-803. Rescinding Dissolution
- 30-24-808. Court Proceedings

Foreign Limited Partnerships:

OLD	NEW
53-2-901. Governing Law	
53-2-902. Application for Certificate of Authority	
53-2-903. Activities Not Constituting Transacting Business	30-21-505. Activities Not Constituting Doing Business
53-2-904. Filing of Certificate of Authority	
53-2-905. Noncomplying Name of Foreign Limited Partnership	30-21-506. Noncomplying Name of Foreign Entity
53-2-906. Revocation of Certificate of Authority	
53-2-907. Cancellation of Certificate of Authority – Effect of Failure to Have Certificate	
53-2-908. Action by Attorney General	30-21-512. Action By Attorney General

Actions by Partners: In Part 9 instead of Part 10

New Section:

- 30-24-905. Special Litigation Committee

Conversion and Merger: Now covered by the Idaho Entity Transactions Act

Miscellaneous Provisions:

OLD	NEW
53-2-1201. Uniformity of Application and Construction	30-21-703. Uniformity of Consistency of Application and Construction
53-2-1202. Severability Clause	30-21-706. Severability Clause
53-2-1203. Relation to Electronic Signatures in Global and National Commerce Act	30-21-705. Relation to Electronic Signatures in Global and National Commerce Act
53-2-1204. Application to Existing Relationships	
53-2-1205. Savings Clause	30-21-705. Savings Clause

LIMITED LIABILITY COMPANIES**General Provisions:**

OLD	NEW
30-6-103. Knowledge – Notice	30-25-102. Knowledge; Notice
30-6-104. Nature, Purpose, and Duration of LLC	30-25-108. Nature, Purpose, and Duration of LLC
30-6-105. Powers	30-25-109. Powers
30-6-106. Governing Law	30-25-104. Governing Law
30-6-107. Supplemental Principles of Law	30-21-702. Supplemental Principles of Law
30-6-108. Name	30-21-302. Name Requirements for Certain Types of Entities
30-6-109. Reservation of Name	30-21-303. Reservation of Name
30-6-110. Operating Agreement – Scope, Function and Limitations	30-25-105. Operating Agreement – Scope, Function and Limitations
30-6-111. Operating Agreement – Effect on LLC and Persons Becoming Members – Preformation Agreement	30-25-106. Operating Agreement – Effect on LLC and Person Becoming Member -- Preformation Agreement
30-6-112. Operating Agreement – Effect on Third Parties and Relationship to Records Effective on Behalf of LLC	30-35-107. Operating Agreement – Effect on Third Parties and Relationship to Records Effective on Behalf of LLC
30-6-113. Designated Office and Registered Agent	30-21-404. Designation of Registered Agent
30-6-114. Change of Designated Office	30-21-409. Change of Name, Type of Entity, or Jurisdiction of Formation by Commercial Registered Agent

New Section:

- 30-25-110. Application to Existing Relationships

Formation – Certificate of Organization and Other Filings:

OLD	NEW
30-6-201A. Professional Company	
30-6-204. Signing and Filing Pursuant to Judicial Order	30-21-210. Signing and Filing Pursuant to Judicial Order
30-6-205. Delivery to and Filing of Records by Secretary of State	30-21-206. Duty of Secretary of State to File – Review of Refusal to File
30-6-206. Correcting Filed Record	30-21-205. Correcting Filed Record
30-6-207. Liability for Inaccurate Information in Filed Record	30-35-204. Liability for Inaccurate Information in Filed Record
30-6-208. Certificate of Existence or Authorization	30-21-208. Certificate of Good Standing or Registration
30-6-209. Annual Report for Secretary of State	30-21-213. Annual Report for Secretary of State
30-6-210. Filing, Service, and Copying Fees	30-21-214. Fees

Relations of Members and Managers to Persons Dealing with LLC: No changes

Relations of Members to Each Other and to LLC: No changes

Transferable Interests and Rights of Transferees and Creditors: No changes

Member’s Dissociation: No changes

Dissolution and Winding Up:

OLD	NEW
30-6-703. Known Claims Against Dissolved LLC	30-25-704. Known Claims Against Dissolved LLC
30-6-704. Other Claims Against Dissolved LLC	30-25-705. Other Claims Against Dissolved LLC
30-6-705. Grounds for Administrative Dissolution, Procedure, and Effect	30-21-601. Grounds 30-21-602. Procedure and Effect
30-6-706. Reinstatement Following Administrative Dissolution	30-21-603. Reinstatement
30-6-707. Appeal from Rejection of Reinstatement	30-21-604. Judicial Review of Denial of Restatement
30-6-708. Distribution of Assets in Winding up LLC’s Activities	30-25-707. Disposition of Assets in Winding Up

New Sections:

- 30-25-703. Rescinding Dissolution
- 30-25-706. Court Proceedings

Foreign Limited Liability Companies: See Article 1 General Provisions, Part 5 Foreign Entities

Actions by Members: No changes

Merger, Interest Exchange, Conversion, and Domestication:

- Merger: See Article 2 Entity Transactions, Part 2 Merger

- Interest Exchange: See Article 2 Entity Transactions, Part 3 Interest Exchange
- Conversion: See Article 2 Entity Transactions, Part 4 Conversion
- Domestication: See Article 2 Entity Transactions, Part 5 Domestication

Miscellaneous Provisions:

OLD	NEW
30-6-1101. Uniformity of Application and Construction	30-21-703. Uniformity or Consistency of Application and Construction
30-6-1102. Relation to Electronic Signatures in Global and National Commerce Act	30-21-704. Relation to Electronic Signatures in Global and National Commerce Act
30-6-1103. Savings Clause	30-21-705. Savings Clause
30-6-1104. Application to Existing Relationships	30-21-103. Applicability of Chapter

UNINCORPORATED NONPROFIT ASSOCIATIONS

General Provisions:

OLD	NEW
53-701. Definitions	30-27-102. Definitions
53-702. Supplementary General Principles of Law and Equity	
53-703. Territorial Application	
53-704. Real and Personal Property – Non Profit Association as Legatee, Devisee or Beneficiary	30-27-106. Ownership and Transfer of Property
53-705. Statement of Authority as to Real Property	30-27-107. Statement of Authority as to Real Property
53-706. Liability in Contract and Tort	30-27-108. Liability
53-707. Capacity to Assert and Defend – Standing	
53-708. Effect of Judgment or Order	30-27-110. Effect of Judgment or Order
53-709. Disposition of Personal Property of Inactive Nonprofit Association	
53-710. Appointment of Agent to Receive Service of Process	30-27-129. Appointment of Agent to Receive Service of Process
53-711. Claim Not Abated by Change of Members or Officers	30-27-112. Action or Proceeding Not Abated by Change
53-712. Venue	30-27-113. Venue
53-713. Uniformity of Application and Construction	30-21-703. Uniformity of Consistency of Application and Construction
53-714. Short Title	30-27-101. Short Title
53-715. Effect of Chapter Upon Other Laws	30-27-103. Relation to Other Law

53-716. Transition Concerning Real and Personal Property	30-27-130. Transition Concerning Real and Personal Property
53-717. Savings Clause	30-21-705. Savings Clause

New Sections:

- 30-27-104. Governing Law
- 30-27-105. Entity; Perpetual Existence; Powers
- 30-27-109. Assertion and Defense of Claims
- 30-27-111. Service of Process
- 30-27-114. Member Not Agent
- 30-27-125. Distributions Prohibited; Compensation and Other Permitted Payments
- 30-27-127. Dissolution
- 30-27-128. Winding Up and Termination

NONPROFIT CORPORATIONS

General Provisions:

OLD	NEW
20-3-11. Definitions	30-30-103. Definitions
30-3-12. Notice	30-30-104. Notice
3-3-13. Private Foundation	30-30-105. Private Foundation
3-3-14. Judicial Relief	30-30-106. Judicial Relief
3-3-15. Religious Corporations – Constitutional Protections	30-30-107. Religious Corporations – Constitutional Protections

Incorporation:

OLD	NEW
30-3-16. Incorporators	30-30-201. Incorporators
30-3-17. Articles of Incorporation	30-30-202. Articles of Incorporation
30-3-18. Incorporation	30-30-203. Incorporation
30-3-18. Liability for Preincorporation Transactions	30-30-204. Liability
30-3-20. Organization of Corporation	30-30-205. Organization of Corporation
30-3-22. Emergency Bylaws and Powers	30-30-207. Emergency Bylaws and Powers

Purposes and Powers:

OLD	NEW
30-3-23. Purposes	30-30-301. Purposes
30-3-34. General Powers	30-30-302. General Powers
30-3-25. Emergency Powers	30-30-303. Emergency Powers
30-3-26. Ultra Vires	30-30-304. Ultra Vires

Membership:

OLD	NEW
30-3-34. Admission of Members	30-30-401. Admission of Members
30-3-35. Consideration	30-30-402. Consideration
30-3-36. No Requirement of Members	30-30-403. No Requirement of Members
30-3-37. Differences in Rights and Obligations of Members	30-30-404. Differences In Rights and Obligations of Members
30-3-38. Transfers	30-30-405. Transfers
30-3-39. Member's Liability to Third Parties	30-30-406. Member's Liability to Third Parties
30-3-40. Member's Liability for Dues, Assessments and Fees	30-30-407. Member's Liability for Dues, Assessments and Fees

***The Idaho Nonprofit Corporation Act and the Idaho Uniform Business Organizations Code continue on to mirror each other as shown above.

Name: See 30-21-301 Permitted Names; 30-21-302 Name Requirements for Certain Types of Entities; 30-21-303 Reservation of Name; 30-21-304 Registration of Name

Merger: See Article 2 Entity Transactions, Part 2 Merger

Administration Dissolution: See Article 1 General Provisions, Part 6 Administrative Dissolution

Foreign Corporation: Article 1 General Provisions, Part 5 Foreign Entities