

Regular Session, 2014

HOUSE BILL NO. 621

BY REPRESENTATIVE ABRAMSON

CORPORATIONS: Provides relative to the authority to act on behalf of a deceased or incompetent member of a limited liability company

1 AN ACT

2 To amend and reenact R.S. 12:1333, relative to limited liability companies; to provide for
3 the authority to act on behalf of a limited liability company upon the death or
4 adjudged incompetency of a last remaining member; and to provide for related
5 matters.

6 Be it enacted by the Legislature of Louisiana:

7 Section 1. R.S. 12:1333 is hereby amended and reenacted to read as follows:

8 §1333. Powers of estate of a deceased or incompetent member

9 A. If a member who is an individual dies or a court of competent jurisdiction
10 adjudges him to be incompetent to manage his person or his property, the member's
11 membership ceases and the member's executor, administrator, guardian, conservator,
12 or other legal representative shall be treated as an assignee of such member's interest
13 in the limited liability company.

14 B. ~~If the last remaining member dies, the duly appointed executor or~~
15 ~~administrator of the member shall have the authority to sell any real estate owned by~~
16 ~~the limited liability company.~~

17 C. ~~If the last remaining member is an individual and a court of competent~~
18 ~~jurisdiction adjudges him to be incompetent to manage his person or his property,~~
19 ~~the curator of the member shall have the authority to sell any real estate owned by~~
20 ~~the limited liability company.~~

1 D. If a member is a corporation, trust, or other entity and is dissolved or
2 terminated, the member's membership ceases and the member's legal representative
3 or successor shall be treated as an assignee of such member's interest in the limited
4 liability company.

DIGEST

The digest printed below was prepared by House Legislative Services. It constitutes no part of the legislative instrument. The keyword, one-liner, abstract, and digest do not constitute part of the law or proof or indicia of legislative intent. [R.S. 1:13(B) and 24:177(E)]

Abramson

HB No. 621

Abstract: Provides for the authority to act on behalf of a limited liability company upon the death or adjudged incompetency of a last remaining member.

Present law provides that if a member who is an individual dies or a court of competent jurisdiction adjudges him to be incompetent to manage his person or his property, the member's membership ceases and the member's executor, administrator, guardian, conservator, or other legal representative shall be treated as an assignee of such member's interest in the limited liability company.

Proposed law retains present law.

Proposed law provides that if the last remaining member dies, the duly appointed executor or administrator of the member shall have the authority to sell any real estate owned by the limited liability company.

Proposed law provides that if the last remaining member is an individual and a court of competent jurisdiction adjudges him to be incompetent to manage his person or his property, the curator of the member shall have the authority to sell any real estate owned by the limited liability company.

Present law provides that if a member is a corporation, trust, or other entity and is dissolved or terminated, the member's membership ceases and the member's legal representative or successor shall be treated as an assignee of such member's interest in the limited liability company.

(Amends R.S. 12:1333)