

HOUSE REPUBLICAN STAFF ANALYSIS

Bill:	Senate File 2468 (HSB 211)	House Committee:	PASSED on April 15 (24-0)
Committee:	Judiciary/Ways	House Floor:	PASSED on April 27 (89-0)
Floor Manager:	Rep. Gustoff	Senate Floor:	PASSED on April 14 (47-0)
Date:	May 12, 2026	Governor:	
Staff:	Amanda Wille (1-5230)		

Partnership Conversion and Fees

- Updates the process for converting partnerships to another type of organization.

Section by Section Analysis

Section 1 - Uniform Partnership Act- Definitions (486A.901)

Updates definitions

Section 2 - Uniform Partnership Act- Conversion of Partnership to Another Type of Organization (486A.902)

Updates the Iowa Code to allow a domestic partnership to convert into another type of organization (like an LLC or corporation). The process must follow these steps:

1. All partners must approve a written "plan of conversion" that outlines the terms and resulting organization.
2. The partnership files "articles of conversion" with the Secretary of State, giving key details about the change.
3. The partnership's debts and responsibilities continue after conversion.
4. The conversion takes effect once all paperwork is properly filed.

Section 3 - Uniform Partnership Act- Effect of Conversion (486A.904)

Section 3 sets out the legal effects after a partnership has converted into another organization, such as an LLC or corporation.

1. The converted organization is legally the same entity as before; it just has a new form.
2. All property, debts, obligations, and pending legal actions of the original partnership carry over to the new organization automatically.
3. All rights and powers of the original partnership stay with the new organization unless the law says otherwise or the conversion plan changes them.
4. Converting does not dissolve the partnership for legal purposes.
5. If the new organization is out of state, it agrees to Iowa court jurisdiction to enforce any obligations the partnership had before conversion.

Section 4- Uniform Partnership Act-Fees (486A.1202)

Articles of Conversion fee \$50

Section 5- Uniform Partnership Act- Definitions (488.1101)

Conforming change