



# Delaware Entity Laws Compliance Checklist – 2025 Update

from CT Corporation

Topic Area	Summary of Changes	Effective Date/Comments
<b>I. Corporations</b>	Below is a summary of the amendments to the Delaware General Corporation Law (Title 8, Chapter 1 of the Delaware Code). Please consult the full text of the bills summarized in this chart as well as the relevant sections of the General Corporation Law for more information.	
<b>Fee Shifting Charter Provision</b> Sec. 102	Sec. 102 is amended to provide that the certificate of incorporation may not contain a provision imposing liability on a stockholder for the attorney's fees or expenses of the corporation or any other party in connection with any claim brought by a stockholder acting in its capacity as stockholder or in the right of the corporation in an action, suit, or proceeding.	Enacted by SB 95, effective August 1, 2025  Previously such a provision was prohibited only for an internal corporate claim.  In <i>Salzberg v. Sciabacucchi</i> , 227 A.3d 102 (Del. 2020), the Delaware Supreme Court held that a certificate of incorporation can address and regulate claims that relate to a corporation's intra-corporate affairs if the provision is consistent with public policy.
<b>Nullification of Instruments</b> Sec. 103	Sec. 103 is amended to allow a certificate of correction to nullify an instrument filed with the Secretary of State that is an inaccurate record of the corporate action or that was defectively or erroneously executed, sealed or acknowledged.	Enacted by SB 95, effective August 1, 2025  The certificate of correction must specify the inaccuracy or defect and provide that the instrument is nullified.
<b>Fee Shifting Bylaw Provision</b> Sec. 109	Sec. 109 is amended to provide that the bylaws may not contain a provision imposing liability on a stockholder for the attorney's fees or expenses of the corporation or any other party in connection with any claim brought by a stockholder acting in its capacity as stockholder or in the right of the corporation in an action, suit, or proceeding.	Enacted by SB 95, effective August 1, 2025  Previously such a provision was prohibited only for an internal corporate claim.

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<b>Forum Selection Clause</b>  Sec. 115	Sec. 115 is amended to permit the certificate of incorporation or bylaws to require stockholders, when acting in their capacity as stockholders or in the right of the corporation, to bring claims that are not internal corporate claims only in one or more prescribed forums or venues if the claim relates to the business of the corporation, the conduct of its affairs, or the rights or powers of the corporation or its stockholders, directors or officers, provided (1) the requirement is consistent with applicable jurisdictional requirements and (2) allows a stockholder to bring the claim in at least one court in Delaware that has jurisdiction over the claim.	Enacted by SB 95, effective August 1, 2025  Previously the section referred to such clauses only for internal corporate claims.  The amendment addresses the result of two federal court decisions that upheld forum selection bylaw clauses requiring all derivative claims, including those brought under the federal securities laws, to be brought in Chancery Court, which does not have jurisdiction over federal securities law claims, resulting in the plaintiffs being unable to assert the claim. Under amended Sec. 115 a forum selection clause cannot prohibit claims from being brought in a court with jurisdiction over the claim and the U.S. District Court for the District of Delaware, which has jurisdiction over federal securities law claims, is such a court.
<b>Registered Office</b>  Sec. 131	Sec. 131 is amended to provide that “registered office” means the address of the registered agent located in the state being appointed to accept service of process and otherwise perform the duties of a registered agent. Previous language, which stated that “principal office” or “principal place of business” were deemed to mean the registered office unless the context required otherwise, was deleted.	Enacted by SB 95, effective August 1, 2025  The amendments to Sec. 131 and Sec. 502 of the Corporation Franchise Tax law emphasize that a corporation cannot list the address of its registered agent as its principal place of business (unless the registered agent’s address actually is the corporation’s principal place of business).
<b>Registered Agent</b>  Sec. 132	Sec. 132 is amended to prohibit a registered agent from performing its duties or functions solely through the use of a virtual office, the retention by the registered agent of a mail forwarding service, or both.	Enacted by SB 95, effective August 1, 2025  Virtual office is defined as the performance of duties or functions solely through the internet or other means of remote communication.

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<b>Safe Harbors for Conflict of Interest Transactions</b>  Sec. 144	<p>Section 144 provides “safe harbor” procedures for acts or transactions involving interested directors and officers in which one or more directors or officers have interests or relationships that might render them interested or not independent with respect to the act or transaction. It also provides a safe harbor procedure arising from transactions involving controlling stockholders. The safe harbors for controlling stockholders is new. If the procedures are followed, the act or transaction cannot be the subject of equitable relief or give rise to a damage award against the director, officer, or controlling stockholder.</p> <p>Sec. 144, as amended, has three separate safe harbor provisions. Sec. 144(a) deals with interested directors and officers. Sec. 144(b) with controlling stockholders in transactions other than going private transactions, and Sec. 144(c) with controlling stockholders in going private transactions.</p> <p>S.B. 21 amends Sec. 144 in a number of ways beyond the safe harbors of subsections (a), (b) and (c), including the following:</p> <ul style="list-style-type: none"> <li>• Providing that a controlling stockholder or member of a control group cannot be held liable to the corporation or its stockholders for monetary damages for a breach of the duty of care.</li> <li>• Defining a disinterested director as a director who is not a party to the act or transaction, who does not have a material interest in the act or transaction, and who does not have a material relationship with a person who has a material interest in the act or transaction.</li> <li>• Creating a presumption (which can only be overcome with a heightened pleading standard) that a director is independent if it has been determined that the director is independent under the rules of the national securities exchange where the corporation's shares are traded.</li> <li>• Defining a controlling stockholder as a person who either owns or controls a majority of the voting power of outstanding stock, has a right to cause the election of a majority of the board, or has the power functionally equivalent to a majority stockholder and holds at least one-third of the voting power of outstanding stock.</li> </ul>	Enacted by SB 21, effective March 25, 2025.
<b>Fractional Shares</b>  Sec. 155	<p>Sec. 155 is amended to prohibit a corporation from issuing scrip or warrants in bearer form in lieu of issuing fractional shares of stock.</p>	<p>Enacted by SB 95, effective August 1, 2025</p> <p>The amendment is intended to bring Sec. 155 in line with the Corporate Transparency Act, which prohibits corporations from issuing certificates in bearer form for either a whole or fractional interest in an entity.</p>
<b>Certificate of Merger or Consolidation</b>  Sec. 252	<p>Sec. 252 is amended to eliminate the requirement that in the case of a merger or consolidation of domestic and foreign corporations where the surviving or resulting corporation is a domestic corporation, the certificate of merger or consolidation has to state the authorized capital stock of each foreign corporation.</p>	Enacted by SB 95, effective August 1, 2025

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<b>Certificate of Revocation of Dissolution/Certificate of Restoration</b>  Sec. 311	Sec. 311 is amended to require a certificate of revocation of dissolution or a certificate of restoration to state the date the original certificate of incorporation was filed with the Secretary of State and the date the certificate of dissolution was filed with the Secretary of State.	Enacted by SB 95, effective August 1, 2025
<b>Revival of Certificate of Incorporation</b>  Sec. 312	Sec. 312 is amended to provide that where a corporation revives its certificate of incorporation that had been forfeited or void and files a certificate of validation relating to a time when the certificate of incorporation was forfeited or void, at the time of filing the certificate of validation the corporation has to file all annual reports and pay all required annual franchise taxes that would have been required during the period the certificate of incorporation was forfeited or void.	Enacted by SB 95, effective August 1, 2025
<b>Foreign Corporation Certificate of Reinstatement</b>  Sec. 377	Sec. 377 is amended to provide that a foreign corporation filing a certificate of reinstatement after its qualification to do business was forfeited has to file all annual reports and pay all required fees that would have been required during the time its qualification was forfeited.	Enacted by SB 95, effective August 1, 2025
<b>II. Corporation Franchise Tax</b>  Below is a summary of the amendments to the Delaware Corporation Franchise Tax Law (Title 8, Chapter 5 of the Delaware Code). Please consult the full text of the bill summarized in this chart as well as the relevant sections of the Corporation Franchise Tax Law for more information.		
<b>Annual Franchise Tax Report</b>  Sec. 502	Sec. 502 is amended to (1) require the annual franchise tax report to state the nature of the corporation's business and (2) to provide that the location of the principal place of business as stated in the annual franchise report tax shall not be the address of the registered agent (unless the corporation maintains its principal place of business in Delaware and serves as its own registered agent).	Enacted by SB 95, effective August 1, 2025  The amendments to Sec. 502 and Sec. 131 of the GCL emphasize that a corporation cannot list the address of its registered agent as its principal place of business (unless the registered agent's address actually is the corporation's principal place of business).
<b>Franchise Tax Rates</b>  Sec. 503	Sec. 503 is amended to (1) provide that filing a certificate of validation to ratify one or more defective acts will not reduce the interest due for any period of time before filing the certificate of validation or entitle the corporation to a refund for any period before filing the certificate of validation and (2) to repeal, effective for tax years beginning on or after January 1, 2026, the subsection regarding the alternative franchise tax rate for regulated investment companies.	Enacted by SB 95. The amendment regarding the certificate of validation is effective August 1, 2025. The amendment regarding regulated investment companies is effective for tax years beginning on or after January 1, 2026.

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<b>III. Limited Liability Companies</b>	Below is a summary of amendments to the Delaware Limited Liability Company Act (Title 6, Chapter 18 of the Delaware Code). Consult the full text of the bill summarized in this chart and the relevant sections of the Delaware Limited Liability Company Act for more information.	
<b>Ratification of Void or Voidable Acts</b>  Sec.18-106	Sec. 18-106 is amended to (1) provide that the procedure for the ratification or waiver of void or voidable acts or transactions is available for acts or transactions taken by a member, manager, or other person, (2) to permit the ratification or waiver to be express or implied, including by statements, action, inaction, or acquiescence, and (3) provide that where notice of ratification or waiver is required, the giving of the notice is not a condition to the effectiveness of the ratification or waiver.	Enacted by SB 98, effective August 1, 2025  The amendment clarifies that ratification is not only available for acts or transactions of the LLC.
<b>Certificate of Consolidation</b>  Sec. 18-209	Sec. 18-209 is amended to provide that in the case of a consolidation where the resulting entity is a domestic LLC, the resulting entity's certificate of must be attached to the certificate of consolidation.	Enacted by SB 98, effective August 1, 2025
<b>Nullification of Instruments</b>  Sec. 18-211	Sec. 18-211 is amended to allow a certificate of correction to nullify an instrument filed with the Secretary of State that is an inaccurate record of the action or that was defectively or erroneously executed, sealed or acknowledged.	Enacted by SB 98, effective August 1, 2025  The certificate of correction must specify the inaccuracy or defect and provide that the instrument is nullified.
<b>Amendment of LLC Agreement</b>  Sec. 18-302	Sec. 18-302 is amended to provide that an LLC agreement may be amended in connection with a division of an LLC and a merger of a registered series of an LLC as is contemplated by the sections of the LLC law regarding divisions and mergers of registered series.	Enacted by SB 98, effective August 1, 2025
<b>Annual Tax</b>  Sec.18-1107	Sec. 18-1107 is amended to provide that when the existence of a domestic LLC or registered series, or the registration of a foreign LLC will cease by the filing of a certificate, the full amount of the annual tax for the calendar year in which the certificate becomes effective is due and payable before the filing of the certificate.	Enacted by SB 98, effective August 1, 2025

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<b>IV. Limited Partnerships</b>	Below are amendments to the Delaware Revised Uniform Limited Partnership Act (Title 6, Chapter 17 of the Delaware Code). Consult the full text of the bill summarized in this chart and the relevant sections of the Delaware Revised Uniform Limited Partnership Act for more information.	
<b>Registered Agent</b>  Sec. 17-104	Sec. 17-104 is amended to prohibit a registered agent from performing its duties or functions solely through the use of a virtual office, the retention by the registered agent of a mail forwarding service, or both.	Enacted by SB 97, effective August 1, 2025  Virtual office is defined as the performance of duties or functions solely through the internet or other means of remote communication.
<b>Ratification of Void or Voidable Acts</b>  Sec. 17-106	Sec. 17-106 is amended to (1) provide that the procedure for the ratification or waiver of void or voidable acts or transactions is available for acts or transactions taken by a partner or other person, (2) to permit the ratification or waiver to be express or implied, including by statements, action, inaction, or acquiescence, and (3) provide that where notice of ratification or waiver is required, the giving of the notice is not a condition to the effectiveness of the ratification or waiver.	Enacted by SB 97, effective August 1, 2025  The amendment clarifies that ratification is not only available for acts or transactions of the LP.
<b>Service of Process</b>  Sec. 17-109	Sec. 17-109 is amended to provide that a person's service as a general partner or a liquidating trustee constitutes the person's consent to the appointment of the LP's registered agent (or the Secretary of State if none) as the person's agent for service of process in all civil actions or proceedings brought in Delaware involving or relating to the LP's business or a violation of the general partner or liquidating trustee's duty to the LP or its limited partners, and also that it signifies the person's consent that process when so served will have the same legal force and validity as if served on the person in Delaware.	Enacted by SB 97, effective August 1, 2025
<b>Amendment to Certificate of Limited Partnership</b>  Sec. 17-202	Sec. 17-202 is amended to provide that if a person who is not shown as a general partner on the certificate of limited partnership of a dissolved LP is winding up its affairs, the certificate of limited partnership must be amended to add the name and business, residence or mailing address of each liquidating trustee – unless it is the limited partners who are the liquidating trustees, in which case the amendment only has to state that the limited partners are winding up the affairs.	Enacted by SB 97, effective August 1, 2025  There is a similar requirement for when a registered series is being wound up by someone not named as a general partner on the certificate of registered series.
<b>Nullification of Certificate of Cancellation</b>  Sec. 17-203	Sec. 17-203 is amended to provide that the certificate of cancellation filed before the dissolution or the completion of winding up of the LP can be nullified by filing a certificate of correction of the certificate of cancellation.	Enacted by SB 97, effective August 1, 2025

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<b>Execution of Certificate</b>  Sec. 17-204	Sec. 17-204 is amended to provide that if an LP is dissolved and the person winding up its affairs is not named in the certificate of limited partnership as a general partner, any certificate required to be filed with the Secretary of State and executed by general partners must be signed by all liquidating trustees, provided however, if the limited partners are the liquidating trustees, the certificate may be signed by limited partners who own more than 50% of the then current percentage or other interest in the LP's profits.	Enacted by SB 97, effective August 1, 2025  There is a similar requirement for a registered series that has dissolved and that is being wound up by a person not listed as a general partner on the certificate of registered series.
<b>Certificate of Consolidation</b>  Sec. 17-211	Sec. 17-211 is amended to provide that in the case of a consolidation where the resulting entity is a domestic limited partnership, the resulting entity's certificate of limited partnership must be attached to the certificate of consolidation.	Enacted by SB 97, effective August 1, 2025
<b>Nullification of Instruments</b>  Sec. 17-213	Sec. 17-213 is amended to allow a certificate of correction to nullify an instrument filed with the Secretary of State that is an inaccurate record of the action or that was defectively or erroneously executed, sealed or acknowledged.	Enacted by SB 97, effective August 1, 2025  The certificate of correction must specify the inaccuracy or defect and provide that the instrument is nullified.
<b>Amendment of Partnership Agreement</b>  Sec. 17-302	Sec. 17-302 is amended to provide that a partnership agreement may be amended in connection with a division of an LP and a merger of a registered series of an LP as is contemplated by the sections of the LP law regarding divisions and mergers of registered series.	Enacted by SB 97, effective August 1, 2025
<b>Application for Foreign Registration</b>  Sec. 17-902	Sec. 17-902 is amended to provide that an application for registration of a foreign limited partnership may be executed by a person authorized to execute the application on the foreign limited partnership's behalf.	Enacted by SB 97, effective August 1, 2025  Previously, a general partner was required to execute the application.
<b>Correction of Application for Foreign Registration</b>  Sec. 17-905	Sec. 17-905 is amended to provide that a certificate correcting a statement in an application for registration of a foreign limited partnership may be executed by a person authorized to execute the certificate on the foreign limited partnership's behalf.	Enacted by SB 97, effective August 1, 2025  Previously, a general partner was required to execute the certificate.
<b>Cancellation of Application for Foreign Registration</b>  Sec. 17-906	Sec. 17-906 is amended to provide that a certificate of cancellation may be executed by a person authorized to execute the certificate on the foreign limited partnership's behalf.	Enacted by SB 97, effective August 1, 2025  Previously, a general partner was required to execute the certificate.

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<b>Annual Tax</b>  Sec. 17-1109	Sec. 17-1109 is amended to provide that when the existence of a domestic LP, or registered series or the registration of a foreign LP will cease by the filing of a certificate, the full amount of the annual tax for the calendar year in which the certificate becomes effective is due and payable before the filing of the certificate.	Enacted by SB 97, effective August 1, 2025
<b>V. Partnerships</b>  Below are amendments to the Delaware Revised Uniform Partnership Act (Title 6, Chapter 15 of the Delaware Code). Consult the full text of the bill summarized in this chart and the relevant sections of the Delaware Revised Uniform Partnership Act for more information.		
<b>Registered Agent</b>  Sec. 15-111	Sec. 132 is amended to prohibit a registered agent from performing its duties or functions solely through the use of a virtual office, the retention by the registered agent of a mail forwarding service, or both.	Enacted by SB 96, effective August 1, 2025  Virtual office is defined as the performance of duties or functions solely through the internet or other means of remote communication.
<b>Nullification of Instruments</b>  Sec. 15-118	Sec. 15-118 is amended to allow a certificate of correction to nullify an instrument filed with the Secretary of State that is an inaccurate record of the action or that was defectively or erroneously executed, sealed or acknowledged.	Enacted by SB 96, effective August 1, 2025  The certificate of correction must specify the inaccuracy or defect and provide that the instrument is nullified.
<b>Ratification of Void or Voidable Acts</b>  Sec. 15-202	Sec. 15-202 is amended to (1) provide that the procedure for the ratification or waiver of void or voidable acts or transactions is available for acts or transactions taken by a partner or other person, (2) to permit the ratification or waiver to be express or implied, including by statements, action, inaction, or acquiescence, and (3) provide that where notice of ratification or waiver is required, the giving of the notice is not a condition to the effectiveness of the ratification or waiver.	Enacted by SB 96, effective August 1, 2025  The amendment clarifies that ratification is not only available for acts or transactions of the partnership.
<b>Certificate of Consolidation</b>  Sec. 15-902	Sec. 15-902 is amended to provide that in the case of a consolidation where the resulting entity is a domestic partnership, the resulting entity's statement of partnership existence must be attached to the certificate of consolidation.	Enacted by SB 96, effective August 1, 2025
<b>Statement of Foreign Qualification of a Foreign LLP</b>  Sec. 15-1102	Sec. 15-1102 is amended to (1) provide that a statement of foreign qualification of a foreign limited liability partnership must contain the formation of jurisdiction, the date of formation, and a statement of a partner that as of the date of filing, the foreign LLP validly exists as an LLP under the laws of its jurisdiction of formation and (2) to clarify that the number of partners that has to be set forth in the statement of foreign qualification must be the number of partners at the time of effectiveness of the statement of foreign qualification.	Enacted by SB 96, effective August 1, 2025



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<b>Annual Tax</b>  Sec. 15-1208	Sec. 15-1208 is amended to provide that if a statement of partnership existence will be cancelled by filing a statement or certificate, the full amount of the annual tax for the calendar year in which the statement or certificate becomes effective is due and payable before the filing of the statement or certificate.	Enacted by SB 96, effective August 1, 2025

The full text of the legislation addressed by this checklist can be accessed here:

- [Senate Bill 95 \(GCL and Corporate Franchise Tax\)](#)
- [Senate Bill 98 \(LLC\)](#)
- [Senate Bill 97 \(LP\)](#)
- [Senate Bill 96 \(GP\)](#)

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This chart is not intended as legal advice and is accurate as of the publication date. State and local statute should be consulted for specific language and information.