

NOTICE OF COMMENT PERIOD

The Nebraska Supreme Court considered proposed amendments to Neb. Ct. R. § 3-202 and new appendices 1 through 4 governing Limited Liability Professional Organizations and seeks public comment on the proposed amendments and appendices.

The Nebraska Supreme Court invites interested persons to comment on the proposed rule amendments and appendices. Anyone desiring to submit a public comment for the Supreme Court's consideration should do so via email to wendy.wussow@nebraska.gov, with the following text listed in the email subject line: **Neb. Ct. R. 3-202, Limited Liability Professional Organizations**. Comments are accepted through May 1, 2023.

The full text of the proposal is available below. To obtain a paper copy, please call the Clerk's Office at 402-471-3731.

CHAPTER 3: ATTORNEYS AND THE PRACTICE OF LAW

Article 2: Limited Liability Professional Organizations.

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§ 3-202. Requests for Certificates of Authority; ~~Filing~~ electronic submission of document requirements; ethical obligations; attorney-client privilege.

(A) ~~Beginning July 1, 2023, A~~all professional organizations, both domestic and foreign, shall electronically submit all required documents to obtain a Certificate of Authority from the Nebraska Supreme Court to operate in this state, file with the Clerk of the Supreme Court an application, in the form of a cover letter, along with a and electronically pay the \$25 issuance fee as required by statute or this rule through the online portal, for a Certificate of Authority from the Nebraska Supreme Court to operate in this state. All documents shall be submitted electronically to the Clerk of the Supreme Court to the email address NSC.ClerksOffice@nebraska.gov with the firm name in the subject line. All Certificates of Authority shall be issued electronically to the email address provided by the requestor. No paper Certificates shall be issued by the Clerk.

(1) New professional entities. For new professional entities, the professional organization shall electronically submit the following: (a) a cover letter requesting the Certificate of Authority signed by a licensed attorney; (b) the required professional organization form, found as Appendices to this rule which shall list the names and residence addresses of each shareholder, member, or partner, and the names and residence addresses of all persons who are employees of the organization licensed to practice law; (c) Such applications by domestic professional organizations shall be accompanied by a signed copy of the organizing document of such organization; and (d) the \$25 issuance fee paid through the online portal. If such accompanying documents meet with the Supreme Court's approval, the Supreme Court will issue a Certificate of Authority to the domestic professional organization to operate under this rule. Applications by foreign professional organizations shall be submitted as set forth at § 3-202(~~DC~~).

(2) Expiration and subsequent Certificates. The Certificate of Authority issued by the Supreme Court under this rule shall expire 1 year from its date of issuance. All professional organizations operating under this rule, both domestic and foreign, shall annually electronically request apply in writing for a Certificate of Authority from the Supreme Court to continue to operate in this state. Beginning July 1, 2023, Ssuch application, request shall be submitted in electronic form to the email address in § 3-202(A). The professional organization shall annually electronically submit: in the form of a cover letter, shall be

~~accompanied by (1a) a cover letter requesting the Certificate of Authority signed by a shareholder, member, or partner of the professional organization; (b) the required professional organization form found as an Appendix to this rule which lists a current list of the names and residence addresses of shareholders, members, or partners and a current list of the names and residence addresses of professional employees authorized to practice law; (2c) if not previously filed submitted, any certified file-stamped copies required to be on file submitted pursuant to § 3-202(B); and (3d) a \$25 issuance fee payable through the online portal.~~

~~(B) At the time of filing the original organizing document with the Clerk of the Supreme Court, the domestic professional organization shall file a written list of members setting forth the names and addresses of each and a written list containing the names and addresses of all persons who are not members who are employed by the professional organization and who are authorized to practice law in Nebraska. The position in the professional corporation of each person identified in the firm name also shall be stated.~~

~~(C) A file-stamped copy certified by the Secretary of State of the organizing document of any domestic professional organization formed pursuant to this rule shall be filed with submitted to the Clerk of the Supreme Court, together with a certified file-stamped copy of all amendments thereto. Such document or documents shall be submitted electronically prior to any subsequent request for a Certificate of Authority, or the Clerk shall not proceed to issue a subsequent Certificate of Authority.~~

~~(D) Foreign Professional Organizations. Foreign professional organizations shall electronically submit to the Clerk of the Supreme Court an application, in the form of a cover letter, all required documents to obtain for a Certificate of Authority from the Nebraska Supreme Court to operate in this state as provided in (A) above. Such application shall be accompanied by a written list of names and addresses as provided by § 3-202(B). The foreign professional organization's application for a Certificate of Authority shall be in the form of a cover letter and, which is executed by a shareholder, partner, or member of the foreign professional organization, and shall set forth or include the following:~~

~~(1) The name of the foreign professional organization;~~

~~(2) The state or other jurisdiction or country where organized, the date of its organization, and a file-stamped or certified statement or certificate issued by an appropriate authority in that jurisdiction that the foreign professional organization exists in good standing under the laws of the jurisdiction of its organization;~~

(3) The nature of the business or purposes to be conducted or promoted in ~~the state~~ Nebraska;

(4) The address of the registered office and the name and address of the resident agent for service of process in Nebraska;

(5) An affirmative statement that the foreign professional organization will operate within the purview of this rule and the Nebraska Rules of Professional Conduct; ~~and~~

(6) Such additional information as may be necessary or appropriate in order to enable the Supreme Court to determine whether such foreign professional organization is entitled to a certificate of authority to transact business in this state; and

(7) The application shall be accompanied by the foreign professional organization Certificate of Authority form found as an Appendix to this rule, and the foreign professional organization shall also pay the \$25 issuance fee through the online portal.

(E) The professional organization shall do nothing which if done by an attorney employed by it would violate the standards of professional conduct established for such attorney by the Supreme Court. The professional organization shall at all times comply with the standards of professional conduct and the provisions of this rule. Any violation of this rule by the professional organization shall be grounds for the Supreme Court to terminate or suspend its right to practice law or to revoke the professional organization's certificate of authority to practice under this rule.

(F) Nothing in this rule shall be deemed to diminish or change the obligation of each attorney employed by the professional organization to conduct his or her practice in accordance with the standards of professional conduct; any attorney who by act or omission causes the professional organization to act, or fail to act, in a way which violates such standards of professional conduct, including any provision of this rule, shall be deemed personally responsible for such act or omission and shall be subject to discipline therefor.

(G) Nothing in this rule shall be deemed to modify the attorney-client privilege specified by statute, nor any comparable common-law privilege.

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**SUPREME COURT OF THE STATE OF NEBRASKA
CERTIFICATE OF AUTHORITY**

This registration certificate is hereby issued by the Nebraska Supreme Court to _____ for the
(Exact Firm Name)
practice of law as a domestic professional organization in the form of a professional corporation with limited liability.

The Clerk of the Supreme Court of the State of Nebraska does hereby certify that the officer(s),
director(s) and shareholder(s) of the above-named professional corporation, to wit:

(NAME, RESIDENCE ADDRESS, CITY, STATE, ZIP)

(NAME, RESIDENCE ADDRESS, CITY, STATE, ZIP)

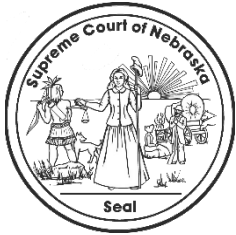
(NAME, RESIDENCE ADDRESS, CITY, STATE, ZIP)

PLEASE ATTACH SEPARATE LIST IF NEEDED

is/are duly licensed to practice law in the State of Nebraska and that the above-named professional corporation with limited liability
complies with the provisions of the Nebraska Professional Corporation Act and the canons, rules, and regulations imposed by the
Nebraska Supreme Court for professional corporations with limited liability.

The address of the professional corporation at which the applicant proposes to perform professional services is

(Address, City, State, Zip).



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed
the Seal of the Court, in the City of Lincoln, this _____.

Clerk, Supreme Court of Nebraska

This certificate expires one year from the date of issuance.

**SUPREME COURT OF THE STATE OF NEBRASKA
CERTIFICATE OF AUTHORITY**

This registration certificate is hereby issued by the Nebraska Supreme Court to _____
(Exact Firm Name)
for the practice of law as a domestic professional organization in the form of a limited liability company.

The Clerk of the Supreme Court of the State of Nebraska does hereby certify that the member(s), manager, professional employees, and agents of the above-named limited liability company, to wit:

(NAME, RESIDENCE ADDRESS, CITY, STATE, ZIP)

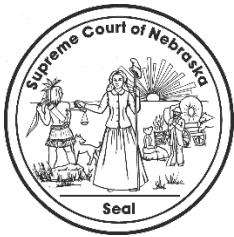
(NAME, RESIDENCE ADDRESS, CITY, STATE, ZIP)

(NAME, RESIDENCE ADDRESS, CITY, STATE, ZIP)

PLEASE ATTACH SEPARATE LIST IF NEEDED

is/are duly licensed to practice law in the State of Nebraska, and the above-named limited liability company, complies with the provisions of the Nebraska Uniform Limited Liability Company Act and the canons, rules, and regulations imposed by the Nebraska Supreme Court for limited liability professional organizations.

The address of the limited liability company at which the applicant proposes to perform professional services is _____.
(Address, City, State, Zip)



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Seal of the Court, in the City of Lincoln, this _____.

Clerk, Supreme Court of Nebraska

This certificate expires one year from the date of issuance.

**SUPREME COURT OF THE STATE OF NEBRASKA
CERTIFICATE OF AUTHORITY**

This registration certificate is hereby issued by the Nebraska Supreme Court to

_____ **(Exact Firm Name)**
for the practice of law as a domestic professional organization in the form of a limited liability partnership.

The Clerk of the Supreme Court of the State of Nebraska does hereby certify that the partners of the above-named limited liability partnership are those person named by the limited liability partnership in its application for this certificate and set forth in the records maintained by the Clerk of the Nebraska Supreme Court, that one or more of the partners of the above-named limited liability partnership are duly licensed to practice law in the State of Nebraska, that all such partners are licensed to practice law either in this State or in one or more other states, territories of the United States, or the District of Columbia, and that the above-named limited liability partnership complies with the Limited Liability Partnership provisions of the Uniform Partnership Act of 1998 and the canons, rules, and regulations imposed by the Nebraska Supreme Court for limited liability professional organizations.

ATTACH SEPARATE LIST OF PARTNERS

The professional employees of said limited liability partnership are those persons named by the limited liability partnership in its application for this certificate and set forth in the records maintained by the Clerk of the Nebraska Supreme Court and are hereby certified as duly licensed to practice law in the State of Nebraska or in one or more other states, territories of the United States, or the District of Columbia.

ATTACH SEPARATE LIST OF ASSOCIATE ATTORNEYS

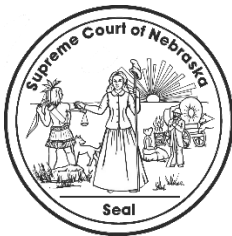
The principal place of business and chief executive office of the above-named limited liability partnership is

(Address, City, State, Zip)

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed

the Seal of the Court, in the City of Lincoln, this _____.

Clerk, Supreme Court of Nebraska



This certificate expires one year from the date of issuance.

**SUPREME COURT OF THE STATE OF NEBRASKA
CERTIFICATE OF AUTHORITY**

This registration certificate is hereby issued by the Nebraska Supreme Court to _____
(Exact Firm Name)
for the practice of law as a foreign professional organization in the form of a foreign _____
(Corporate Type)

The Clerk of the Supreme Court of the State of Nebraska does hereby certify that the officers, directors
and members of the above-named foreign _____, to wit:
(Corporate Type)

(NAME, ADDRESS, CITY, STATE, ZIP)

(NAME, ADDRESS, CITY, STATE, ZIP)

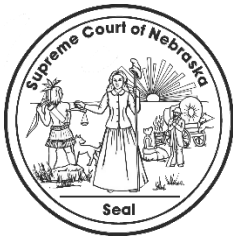
(NAME, ADDRESS, CITY, STATE, ZIP)

PLEASE ATTACH SEPARATE LIST IF NEEDED

is/are licensed to practice law in the State of Nebraska or in one or more other states, territories of the United States, or the District of
Columbia and that the above-named law firm complies with the provisions of the Nebraska Revised Statutes and the canons, rules, and
regulations imposed by the Nebraska Supreme Court for foreign _____.
(Corporate Type)

The professional employees of said _____ are those persons named
(Corporate Type)
by the law firm in its application for this certificate and set forth in the records maintained by the Clerk
of the Nebraska Supreme Court and are hereby certified as duly licensed to practice law in the State of Nebraska and/or in one or more
other states, territories of the United States, or the District of Columbia. [PLEASE ATTACH SEPARATE LISTING]

The address of the registered office of this foreign _____ in the State of
(Corporate Type)
Nebraska is _____.
(Address, City, State, Zip)



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused
to be affixed the Seal of the Court, in the City of Lincoln, this _____.

Clerk, Supreme Court of Nebraska

This certificate expires one year from the date of issuance.