

No. 103

WEST VIRGINIA LEGISLATURE
REGULAR SESSION, 1986

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ENROLLED

SENATE BILL NO. 103

(By Senator Sharpe, et al)

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PASSED February 12, 1986

In Effect July 1, 1986



ENROLLED
Senate Bill No. 103

(By SENATORS SHARPE, COOK, PALUMBO, COLOMBO, FANNING, BURDETTE
AND SHAW)

[Passed February 12, 1986; to take effect July 1, 1986.]

AN ACT to amend and reenact sections one, two, three, five, eight, nine, eleven, twelve, thirteen, fifteen, sixteen, seventeen, nineteen, twenty, twenty-two, twenty-three, twenty-eight, twenty-nine, thirty, thirty-one, thirty-three, thirty-five, thirty-eight, forty-two, forty-four, forty-nine, fifty and sixty-two, article nine, chapter forty-seven of the code of West Virginia, one thousand nine hundred thirty-one, as amended, all relating to revising the uniform limited partnership act; definitions; name of limited partnership and reservation thereof; specifying office and agent to be maintained by limited partnership; requiring records to be kept and availability thereof; formation and nature of partnership business; execution, amendment, cancellation, filing, notice and delivery of certificate of limited partnership; liability for false statement in certificate; admission of limited partners; voting by limited partners; liability of limited partner to third parties; person erroneously believing himself a limited partner; admission of additional general partners; events of withdrawal of general partners; liability for contribution; sharing of profits, losses and distributions; interim distributions; withdrawal of general or limited partner; distribution in

kind; liability upon return of contribution; right of assignee to become limited partner; nonjudicial and judicial dissolution; registration of foreign limited partnerships and names thereof; issuance of registration; changes and amendments to registration; and effective date of article.

Be it enacted by the Legislature of West Virginia:

That sections one, two, three, five, eight, nine, eleven, twelve, thirteen, fifteen, sixteen, seventeen, nineteen, twenty, twenty-two, twenty-three, twenty-eight, twenty-nine, thirty, thirty-one, thirty-three, thirty-five, thirty-eight, forty-two, forty-four, forty-nine, fifty and sixty-two, all of article nine, chapter forty-seven of the code of West Virginia, one thousand nine hundred thirty-one, as amended, be amended and reenacted, all to read as follows:

ARTICLE 9. UNIFORM LIMITED PARTNERSHIP ACT.

§47-9-1. Definitions.

1 As used in this article, unless the context otherwise
2 requires:

3 (1) "Certificate of limited partnership" means the
4 certificate referred to in section eight of this article and the
5 certificate as amended;

6 (2) "Contribution" means any cash, property, services
7 rendered, or a promissory note or other binding obligation
8 to contribute cash or property or to perform services, which
9 a partner contributes to a limited partnership in his
10 capacity as a partner;

11 (3) "Event of withdrawal of a general partner" means
12 an event that causes a person to cease to be a general partner
13 as provided in section twenty-three of this article;

14 (4) "Foreign limited partnership" means a partnership
15 formed under the laws of any state other than this state and
16 having as partners one or more general partners and one or
17 more limited partners;

18 (5) "General partner" means a person who has been
19 admitted to a limited partnership as a general partner in
20 accordance with the partnership agreement and named in
21 the certificate of limited partnership as a general partner;

22 (6) "Limited partner" means a person who has been
23 admitted to a limited partnership as a limited partner in
24 accordance with the partnership agreement;

25 (7) "Limited partnership" and "domestic limited
26 partnership" means a partnership formed by two or more
27 persons under the laws of this state and having one or more
28 general partners and one or more limited partners;

29 (8) "Partner" means a limited or general partner;

30 (9) "Partnership agreement" means any valid
31 agreement, written or oral, of the partners as to the affairs
32 of a limited partnership and the conduct of its business;

33 (10) "Partnership interest" means a partner's share of
34 the profits and losses of a limited partnership and the right
35 to receive distributions of partnership assets;

36 (11) "Person" means a natural person, partnership,
37 limited partnership (domestic or foreign), trust, estate,
38 association or corporation; and

39 (12) "State" means a state, territory or possession of the
40 United States, the District of Columbia or the
41 Commonwealth of Puerto Rico.

§47-9-2. Name of limited partnership.

1 The name of each limited partnership as set forth in its
2 certificate of limited partnership:

3 (1) Shall contain without abbreviation the words
4 "limited partnership";

5 (2) May not contain the name of a limited partner unless
6 (i) it is also the name of a general partner or the corporate
7 name of a corporate general partner, or (ii) the business of
8 the limited partnership had been carried on under the name
9 before the admission of that limited partner;

10 (3) May not be the same as, or deceptively similar to the
11 name of any corporation or limited partnership organized
12 under the laws of this state or licensed or registered as a
13 foreign corporation or limited partnership in this state; and

14 (4) May not include the words "engineer," "engineers,"
15 "engineering" or any combination of those words unless the
16 purpose of the corporation is to practice professional
17 engineering as defined in article thirteen, chapter thirty of
18 this code, as amended, and one or more of the incorporators
19 is a registered professional engineer as defined therein.

§47-9-3. Reservation of name.

1 (a) The exclusive right to the use of a name may be
2 reserved by:

- 3 (1) Any person intending to organize a limited
4 partnership under this article and to adopt that name;
5 (2) Any domestic limited partnership or any foreign
6 limited partnership registered in this state which, in either
7 case, intends to adopt that name;
8 (3) Any foreign limited partnership intending to
9 register in this state and adopt that name; and
10 (4) Any person intending to organize a foreign limited
11 partnership and intending to have it registered in this state
12 and adopt that name.
13 (b) The reservation shall be made by filing with the
14 secretary of state an application, executed by the applicant,
15 to reserve a specified name. If the secretary of state finds
16 that the name is available for use by a domestic or foreign
17 limited partnership, he shall reserve that name for the
18 exclusive use of the applicant for a period of one hundred
19 twenty days. Once the applicant reserves a name he may not
20 reserve the same name again until more than sixty days
21 after the expiration of the one hundred twenty day period
22 for which the name was last reserved. The right to the
23 exclusive use of a reserved name may be transferred to any
24 other person by filing in the office of the secretary of state a
25 notice of the transfer, executed by the applicant for whom
26 the name was reserved and specifying the name and address
27 of the transferee.

§47-9-5. Office and records.

- 1 (a) Each limited partnership shall continuously
2 maintain in this state an office, which may, but need not be,
3 a place of its business in this state, at which shall be kept the
4 following records:
5 (1) A current list of the full name and last known
6 business address of each partner, separately identifying the
7 general and the limited partners, set forth in alphabetical
8 order;
9 (2) A copy of the certificate of limited partnership and
10 all certificates of amendment thereto, together with
11 executed copies of any power of attorney pursuant to which
12 any certificate has been executed;
13 (3) A copy of the limited partnership's federal, state and
14 local income tax returns and reports, if any, for the three
15 most recent years;

16 (4) A copy of any then effective written partnership
17 agreements and of any financial statements of the limited
18 partnership for the three most recent years; and

19 (5) Unless contained in a written partnership
20 agreement, a writing setting out:

21 (A) The amount of cash and a description and statement
22 of the agreed value of the other property or services
23 contributed by each partner and which each partner has
24 agreed to contribute;

25 (B) The times at which or events on the happening of
26 which any additional contributions agreed to be made by
27 each partner are to be made;

28 (C) Any right of a partner to receive, or of a general
29 partner to make, distributions to a partner which include a
30 return of all or any part of the partner's contribution; and

31 (D) Any events upon the happening of which the limited
32 partnership is to be dissolved and its affairs wound up.

33 (b) Such records shall be available for inspection and
34 copying at the reasonable request, and at the expense, of
35 any partner during ordinary business hours.

§47-9-8. Certificate and formation of limited partnership.

1 (a) In order to form a limited partnership, two or more
2 persons must execute a certificate of limited partnership.
3 The certificate shall be filed in the office of the secretary of
4 state and set forth:

5 (1) The name of the limited partnership;

6 (2) The general character of its business;

7 (3) The address of the office and the name and address of
8 the agent for service of process required to be maintained by
9 section four of this article;

10 (4) The name and the business address of each general
11 partner; and

12 (5) Any other matters the general partners determine to
13 include therein.

14 (b) A limited partnership is formed at the time of the
15 filing of the certificate of limited partnership in the office of
16 the secretary of state or at any later time specified in the
17 certificate of limited partnership if, in either case, there has
18 been substantial compliance with the requirements of this
19 section.

§47-9-9. Amendment to certificate.

1 (a) A certificate of limited partnership is amended by
2 filing a certificate of amendment thereto in the office of the
3 secretary of state. The certificate shall set forth:

- 4 (1) The name of the limited partnership;
- 5 (2) The date of the filing of the certificate; and
- 6 (3) The amendment to the certificate.

7 (b) Within thirty days after the happening of any of the
8 following events, an amendment to a certificate of limited
9 partnership reflecting the occurrence of the event or events
10 shall be filed:

- 11 (1) The admission of a new partner;
- 12 (2) The withdrawal of a partner; or
- 13 (3) The continuation of the business under section forty-
14 four of this article after an event of withdrawal of a general
15 partner.

16 (c) A general partner who becomes aware that any
17 statement in a certificate of limited partnership was false
18 when made or that any arrangements or other facts
19 described have changed, making the certificate inaccurate
20 in any respect, shall promptly amend the certificate.

21 (d) A certificate of limited partnership may be amended
22 at any time for any other proper purpose the general
23 partners determine.

24 (e) No person has any liability because an amendment to
25 a certificate of limited partnership has not been filed to
26 reflect the occurrence of any event referred to in subsection
27 (b) of this section if the amendment is filed within the
28 thirty-day period specified in subsection (b).

29 (f) A restated certificate of limited partnership may be
30 executed and filed in the same manner as a certificate of
31 amendment.

§47-9-11. Execution of certificates.

1 (a) Each certificate required by this article to be filed in
2 the office of the secretary of state shall be executed in the
3 following manner:

4 (1) An original certificate of limited partnership must
5 be signed by all general partners;

6 (2) A certificate of amendment must be signed by at
7 least one general partner and by each other general partner
8 designated in the certificate as a new general partner; and

9 (3) A certificate of cancellation must be signed by all
10 general partners.

11 (b) Any person may sign a certificate by an attorney-in-
12 fact, but a power of attorney to sign a certificate relating to
13 the admission of a general partner must specifically
14 describe the admission.

15 (c) The execution of a certificate by a general partner
16 constitutes an affirmation under the penalties of perjury
17 that the facts stated therein are true.

§47-9-12. Judicial amendment or cancellation of certificate.

1 If a person required by section eleven of this article to
2 execute a certificate of amendment or cancellation fails or
3 refuses to do so, any other person who is adversely affected
4 by the failure or refusal may petition the appropriate circuit
5 court to direct the execution of the certificate. If the court
6 finds that the amendment or cancellation is proper and that
7 any person so designated has failed or refused to execute the
8 certificate, it shall order the secretary of state to record an
9 appropriate certificate of amendment or cancellation.

§47-9-13. Filing of certificate.

1 (a) Two signed copies of the certificate of limited
2 partnership and of any certificates of amendment or
3 cancellation, or of any judicial decree of amendment or
4 cancellation, shall be delivered to the secretary of state. No
5 photostatic copies may be used. A person who executes a
6 certificate as an agent or fiduciary need not exhibit
7 evidence of his authority as a prerequisite to filing. Unless
8 the secretary of state finds that any certificate does not
9 conform to law, upon receipt of all filing fees required by
10 law, he shall:

11 (1) Endorse on each duplicate original the word "Filed"
12 and the day, month and year of the filing thereof;

13 (2) File one duplicate original in his office; and

14 (3) Return the other duplicate original to the person
15 who filed it or his representative.

16 (b) Upon the filing of a certificate of amendment, or
17 judicial decree of amendment, in the office of the secretary
18 of state the certificate of limited partnership shall be
19 amended as set forth therein, and upon the effective date of

20 a certificate of cancellation, or a judicial decree thereof, the
21 certificate of limited partnership is canceled.

22 (c) The certificate of limited partnership and any
23 certificates of amendment or cancellation or of any judicial
24 decree of amendment or cancellation, or a duly certified
25 copy thereof, shall be recorded in the office of the clerk of
26 the county commission of the county in which such office, as
27 required by section five of this article, is located.

28 This filing, or failure to file, shall in no way affect the
29 formation of the limited partnership. Only the filing in the
30 office of the secretary of state, required by section eight of
31 this article, shall determine the validity of the limited
32 partnership.

§47-9-15. Notice.

1 The fact that a certificate of limited partnership is on file
2 in the office of the secretary of state is notice that the
3 partnership is a limited partnership and the persons
4 designated therein as general partners are general partners,
5 but it is not notice of any other fact.

§47-9-16. Delivery of certificates to limited partners.

1 Upon the return by the secretary of state pursuant to
2 section thirteen of this article of a certificate marked
3 "Filed," the general partners shall promptly deliver or mail
4 a copy of the certificate of limited partnership and each
5 certificate of amendment or cancellation to each limited
6 partner unless the partnership agreement provides
7 otherwise.

§47-9-17. Admission of limited partners.

1 (a) A person becomes a limited partner on the later of:

2 (1) The date the original certificate of limited
3 partnership is filed; or

4 (2) The date stated in the records of the limited
5 partnership as the date that person becomes a limited
6 partner.

7 (b) After the filing of a limited partnership's original
8 certificate of limited partnership, a person may be admitted
9 as an additional limited partner:

10 (1) In the case of a person acquiring a partnership
11 interest directly from the limited partnership, upon the

12 compliance with the partnership agreement or, if the
13 partnership agreement does not so provide, upon the
14 written consent of all partners; and

15 (2) In the case of an assignee of a partnership interest of
16 a partner who has the power, as provided in section forty-
17 two of this article, to grant the assignee the right to become
18 a limited partner, upon the exercise of that power and
19 compliance with any conditions limiting the grant or
20 exercise of that power.

§47-9-19. Liability to third parties.

1 (a) Except as provided in subsection (d) of this section, a
2 limited partner is not liable for the obligations of a limited
3 partnership unless he is also a general partner or, in
4 addition to the exercise of his rights and powers as a limited
5 partner, he takes part in the control of the business:
6 *Provided*, That if the limited partner participates in the
7 control of the business, he is liable only to persons who
8 transact business with the limited partnership reasonably
9 believing, based on the limited partner's conduct, that the
10 limited partner is a general partner.

11 (b) A limited partner does not participate in the control
12 of the business within the meaning of subsection (a) of this
13 section solely by doing one or more of the following:

14 (1) Being a contractor for or an agent or employee of the
15 limited partnership or of a general partner or being an
16 officer, director or shareholder of a general partner that is a
17 corporation;

18 (2) Consulting with and advising a general partner with
19 respect to the business of the limited partnership;

20 (3) Acting as surety for the limited partnership or
21 guaranteeing or assuming one or more specific obligations
22 of the limited partnership;

23 (4) Taking any action required or permitted by law to
24 bring or pursue a derivative action in the right of the limited
25 partnership;

26 (5) Requesting or attending a meeting of partners;

27 (6) Proposing, approving or disapproving, by voting or
28 otherwise on one or more of the following matters:

29 (i) The dissolution and winding up of the limited
30 partnership;

31 (ii) The sale, exchange, lease, mortgage, pledge or other

32 transfer of all or substantially all of the assets of the limited
33 partnership;

34 (iii) The incurrence of indebtedness by the limited
35 partnership other than in the ordinary course of its
36 business;

37 (iv) A change in the nature of the business;

38 (v) The admission or removal of a general partner;

39 (vi) The admission or removal of a limited partner;

40 (vii) A transaction involving an actual or potential
41 conflict of interest between a general partner and the
42 limited partnership or the limited partners;

43 (viii) An amendment to the partnership agreement or
44 certificate of limited partnership; or

45 (ix) Matters related to the business of the limited
46 partnership not otherwise enumerated in this subsection
47 (b), which the partnership agreement states in writing may
48 be subject to the approval or disapproval of limited
49 partners;

50 (7) Winding up the limited partnership pursuant to
51 section forty-six of this article; or

52 (8) Exercising any right or power permitted to limited
53 partners under this article and not specifically enumerated
54 in this subsection (b).

55 (c) The enumeration in subsection (b) of this section
56 does not mean that the possession or exercise of any other
57 powers by a limited partner constitutes participation by
58 him in the business of the limited partnership.

59 (d) A limited partner who knowingly permits his name
60 to be used in the name of the limited partnership, except
61 under circumstances permitted by subdivision (2), section
62 two of this article, is liable to creditors who extend credit to
63 the limited partnership without actual knowledge that the
64 limited partner is not a general partner.

**§47-9-20. Person erroneously believing himself limited
partner.**

1 (a) Except as provided in subsection (b) of this section, a
2 person who makes a contribution to a business enterprise
3 and erroneously but in good faith believes that he has
4 become a limited partner in the enterprise is not a general
5 partner in the enterprise and is not bound by its obligations
6 by reason of making the contribution, receiving

7 distributions from the enterprise, or exercising any rights of
8 a limited partner, if, on ascertaining the mistake, he:

9 (1) Causes an appropriate certificate of limited
10 partnership or a certificate of amendment to be executed
11 and filed; or

12 (2) Withdraws from future equity participation in the
13 enterprise by executing and filing in the office of the
14 secretary of state a certificate declaring withdrawal under
15 this section.

16 (b) A person who makes a contribution of the kind
17 described in subsection (a) of this section, is liable as a
18 general partner to any third party who transacts business
19 with the enterprise (i) before the person withdraws and an
20 appropriate certificate is filed to show withdrawal, or (ii)
21 before an appropriate certificate is filed to show that he is
22 not a general partner, but in either case only if the third
23 party actually believed in good faith that the person was a
24 general partner at the time of the transaction.

§47-9-22. Admission of additional general partners.

1 After the filing of a limited partnership's original
2 certificate of limited partnership, additional general
3 partners may be admitted as provided in writing in the
4 partnership agreement or, if the partnership agreement
5 does not provide in writing for the admissions of additional
6 general partners, with the written consent of all partners.

§47-9-23. Events of withdrawal of general partner.

1 Except as approved by the specific written consent of all
2 partners at the time, a person ceases to be a general partner
3 of a limited partnership upon the happening of any of the
4 following events:

5 (1) The general partner withdraws from the limited
6 partnership as provided in section thirty-two of this article;

7 (2) The general partner ceases to be a member of the
8 limited partnership as provided in section forty of this
9 article;

10 (3) The general partner is removed as a general partner
11 in accordance with the partnership agreement;

12 (4) Unless otherwise provided for in writing in the
13 partnership agreement, the general partner (i) makes an
14 assignment for the benefit of creditors: (ii) files a voluntary

15 petition in bankruptcy; (iii) is adjudicated a bankrupt or
16 insolvent; (iv) files a petition or answer seeking for himself
17 any reorganization, arrangement, composition,
18 readjustment, liquidation, dissolution or similar relief
19 under any statute, law or regulation; (v) files an answer or
20 other pleading admitting or failing to contest the material
21 allegations of a petition filed against him in any proceeding
22 of this nature; or (vi) seeks, consents to, or acquiesces in the
23 appointment of a trustee, receiver or liquidator of the
24 general partner or of all or any substantial part of his
25 properties;

26 (5) Unless otherwise provided in writing in the
27 partnership agreement, one hundred twenty days after the
28 commencement of any proceeding against the general
29 partner seeking reorganization, arrangement, composition,
30 readjustment, liquidation, dissolution or similar relief
31 under any statute, law or regulation, the proceeding has not
32 been dismissed, or if within ninety days after the
33 appointment without his consent or acquiescence of a
34 trustee, receiver or liquidator of the general partner or of all
35 or any substantial part of his properties, the appointment is
36 not vacated or stayed or within ninety days after the
37 expiration of any such stay, the appointment is not vacated;

38 (6) In the case of a general partner who is a natural
39 person, (i) his death; or (ii) the entry by a court of competent
40 jurisdiction adjudicating him incompetent to manage his
41 person or his estate;

42 (7) In the case of a general partner who is acting as a
43 general partner by virtue of being a trustee of a trust, the
44 termination of the trust, but not merely the substitution of a
45 new trustee;

46 (8) In the case of a general partner that is a separate
47 partnership, the dissolution and commencement of winding
48 up of the separate partnership;

49 (9) In the case of a general partner that is a corporation,
50 the filing of a certificate of dissolution, or its equivalent, for
51 the corporation or the revocation of its charter; or

52 (10) In the case of an estate, the distribution by the
53 fiduciary of the estate's entire interest in the partnership.

§47-9-28. Liability for contribution.

1 (a) No promise by a limited partner to contribute to the

2 limited partnership is enforceable unless set out in a writing
3 signed by the limited partner.

4 (b) Except as provided in the partnership agreement, a
5 partner is obligated to the limited partnership to perform
6 any enforceable promise to contribute cash or property or to
7 perform services, even if he is unable to perform because of
8 death, disability or any other reason. If a partner does not
9 make the required contribution of property or services, he is
10 obligated at the option of the limited partnership to
11 contribute cash equal to the portion of the value, as stated in
12 the partnership records required to be kept by section five
13 of this article of the stated contribution that has not been
14 made.

15 (c) Unless otherwise provided in the partnership
16 agreement, the obligation of a partner to make a
17 contribution or return money or other property paid or
18 distributed in violation of this article may be compromised
19 only by consent of all the partners. Notwithstanding the
20 compromise, a creditor of a limited partnership who
21 extends credit or otherwise acts in reliance on that
22 obligation after the partner signs a writing which reflects
23 the obligation, and before the amendment or cancellation
24 thereof to reflect the compromise, may enforce the original
25 obligation.

§47-9-29. Sharing of profits and losses.

1 The profits and losses of a limited partnership shall be
2 allocated among the partners, and among classes of
3 partners, in the manner provided in writing in the
4 partnership agreement. If the partnership agreement does
5 not so provide in writing, profits and losses shall be
6 allocated on the basis of the value, as stated in the
7 partnership records required to be kept by section five of
8 this article, of the contributions made by each partner to the
9 extent they have been received by the partnership and have
10 not been returned.

§47-9-30. Sharing of distributions.

1 Distributions of cash or other assets of a limited
2 partnership shall be allocated among the partners and
3 classes of partners in the manner provided in the
4 partnership agreement. If the partnership agreement does

5 not so provide, distributions shall be made on the basis of
6 the value, as stated in the partnership records required to be
7 kept by section five of this article, of the contributions made
8 by each partner to the extent they have been received by the
9 partnership and have not been returned.

§47-9-31. Interim distributions.

1 Except as provided in this article, a partner is entitled to
2 receive distributions from a limited partnership before his
3 withdrawal from the limited partnership and before the
4 dissolution and winding up thereof to the extent and at the
5 times or upon the happening of the events specified in the
6 partnership agreement.

§47-9-33. Withdrawal of limited partner.

1 A limited partner may withdraw from a limited
2 partnership at the time or upon the happening of events
3 specified in writing in the partnership agreement. If the
4 agreement does not specify in writing the time or the events
5 upon the happening of which a limited partner may
6 withdraw or a definite time for the dissolution and winding
7 up of the limited partnership, a limited partner may
8 withdraw upon not less than six months' prior written
9 notice to each general partner at his address on the books of
10 the limited partnership at its office in this state.

§47-9-35. Distribution in kind.

1 Except as provided in writing in the partnership
2 agreement, a partner, regardless of the nature of his
3 contribution, has no right to demand and receive any
4 distribution from a limited partnership in any form other
5 than cash. Except as provided in writing in the partnership
6 agreement, a partner may not be compelled to accept a
7 distribution of any asset in kind from a limited partnership
8 to the extent that the percentage of the asset distributed to
9 him exceeds a percentage of that asset which is equal to the
10 percentage in which he shares in distributions from the
11 limited partnership.

§47-9-38. Liability upon return of contribution.

1 (a) If a partner has received the return of any part of his
2 contribution without violation of the partnership

3 agreement or this article, he is liable to the limited
4 partnership for a period of one year thereafter for the
5 amount of the returned contribution, but only to the extent
6 necessary to discharge the limited partnership's liabilities
7 to creditors who extended credit to the limited partnership
8 during the period the contribution was held by the
9 partnership.

10 (b) If a partner has received the return of any part of his
11 contribution in violation of the partnership agreement or
12 this article, he is liable to the limited partnership for a
13 period of six years thereafter for the amount of the
14 contribution wrongfully returned.

15 (c) A partner receives a return of his contribution to the
16 extent that a distribution to him reduces his share of the fair
17 value of the net assets of the limited partnership below the
18 value, as set forth in the records required to be kept by
19 section five of this article, of his contribution which has not
20 been distributed to him.

§47-9-42. Right of assignee to become limited partner.

1 (a) An assignee of a partnership interest, including an
2 assignee of a general partner, may become a limited partner
3 if and to the extent that (1) the assignor gives the assignee
4 that right in accordance with authority described in the
5 partnership agreement, or (2) all other partners consent.

6 (b) An assignee who has become a limited partner has,
7 to the extent assigned, the rights and powers, and is subject
8 to the restrictions and liabilities, of a limited partner under
9 the partnership agreement and this article. An assignee who
10 becomes a limited partner also is liable for the obligations
11 of his assignor to make and return contributions as
12 provided in section thirty-eight of this article: *Provided,*
13 That the assignee is not obligated for liabilities unknown to
14 the assignee at the time he became a limited partner.

15 (c) If an assignee of a partnership interest becomes a
16 limited partner, the assignor is not released from his
17 liability to the limited partnership under sections fourteen
18 and twenty-eight of this article.

§47-9-44. Nonjudicial dissolution.

1 A limited partnership is dissolved and its affairs shall be

2 wound up upon the happening of the first to occur of the
3 following:

4 (1) At the time or upon the happening of events specified
5 in the certificate of limited partnership;

6 (2) Upon the happening of events specified in writing in
7 the partnership agreement;

8 (3) The written consent of all partners;

9 (4) An event of withdrawal of a general partner, unless
10 at the time there is at least one other general partner and the
11 written provisions of the partnership agreement permit the
12 business of the limited partnership to be carried on by the
13 remaining general partner and that partner does so, but the
14 limited partnership is not dissolved and is not required to be
15 wound up by reason of any event of withdrawal if, within
16 ninety days after the withdrawal, all partners agree in
17 writing to continue the business of the limited partnership
18 and to the appointment of one or more additional general
19 partners if necessary or desired; or
20 (5) Entry of a decree of judicial dissolution under
21 section forty-five of this article.

§47-9-49. Registration of foreign limited partnership.

1 Before transacting business in this state, a foreign limited
2 partnership shall register with the secretary of state. In
3 order to register, a foreign limited partnership shall submit
4 to the secretary of state, in duplicate, an application for
5 registration as a foreign limited partnership, signed and
6 sworn to by a general partner and setting forth:

7 (1) The name of the foreign limited partnership and, if
8 different, the name under which it proposes to register and
9 transact business in this state;

10 (2) The state and date of its formation;

11 (3) The name and address of any agent for service of
12 process on the foreign limited partnership whom the
13 foreign limited partnership elects to appoint: *Provided,*
14 That the agent must be an individual resident of this state, a
15 domestic corporation, or a foreign corporation having a
16 place of business in and authorized to do business in this
17 state;

18 (4) A statement that the secretary of state is appointed
19 the agent of the foreign limited partnership for service of
20 process if no agent has been appointed under subdivision (3)

21 of this section or, if appointed, the agent's authority has
22 been revoked or if the agent cannot be found or served with
23 the exercise of reasonable diligence;

24 (5) The address of the office required to be maintained
25 in the state of its organization by the laws of that state or, if
26 not so required, of the principal office of the foreign limited
27 partnership;

28 (6) The name and business address of each general
29 partner; and

30 (7) The address of the office at which is kept a list of the
31 names and addresses of the limited partners and their
32 capital contributions, together with an undertaking by the
33 foreign limited partnership to keep those records until the
34 foreign limited partnership's registration in this state is
35 canceled or withdrawn.

**§47-9-50. Issuance of registration; filing in the office of the
clerk of the county commission.**

1 (a) If the secretary of state finds that an application for
2 registration conforms to law and all requisite fees have been
3 paid, he shall:

4 (1) Endorse on the application the word "Filed," and the
5 month, day and year of the filing thereof;

6 (2) File in his office a duplicate original of the
7 application; and

8 (3) Issue a certificate of registration to transact business
9 in this state.

10 (b) The certificate of registration, together with a
11 duplicate original of the application, shall be returned to
12 the person who filed the application or his representative.

13 (c) The certificate of registration, or a duly certified
14 copy thereof, shall be recorded in the office of the clerk of
15 the county commission of the county where the principal
16 office of the limited partnership in this state is located. If
17 such limited partnership does not maintain a principal
18 office in this state, the recordation may be completed in any
19 county in which the limited partnership is conducting its
20 affairs or doing or transacting business.

21 This filing, or failure to file, shall in no way affect the
22 formation of the limited partnership. Only the filing in the
23 office of the secretary of state, required by section eight of
24 this article, shall determine the validity of the limited
25 partnership.

The Joint Committee on Enrolled Bills hereby certifies that the foregoing bill is correctly enrolled.

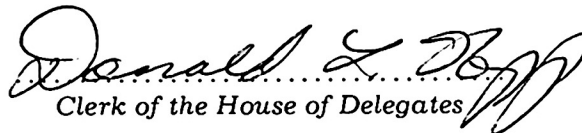

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Chairman Senate Committee



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Chairman House Committee

Originated in the Senate.



To take effect July 1, 1986.


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Clerk of the Senate


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Clerk of the House of Delegates


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President of the Senate


.....
Speaker House of Delegates

The within  this the 22nd
day of February 1986.

.....
Governor



PRESENTED TO THE
GOVERNOR

Date 2/18/86

Time 11:10 A.M.

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