Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
GENERAL PROVISIONS	SECTION 101. SHORT TITLE.	SECTION 1202. SHORT TITLE.	Category I
SECTION 101. SHORT TITLE.			
This factly see the site of as the	This [Act] may be cited as the	This [Act] may be cited as the	
This [act] may be cited as the Revised Uniform Limited Liability	Uniform Limited Partnership Act [year of enactment].	Uniform Partnership Act (1997).	
Company Act.	[year of enactment].		
SECTION 102. DEFINITIONS.	SECTION 102. DEFINITIONS.	SECTION 101. DEFINITIONS.	
In this [act]:	In this [Act]:	In this [Act]:	
		(1) "Business" includes every trade, occupation, and profession.	"Business" – Category III (b/c neither RULLCA nor ULPA confine an entity to a "business"
(1) "Certificate of organization"	(1) "Certificate of limited		purpose.
means the certificate required by	partnership" means the certificate		
Section 201. The term includes	required by Section 201. The term		"Certificate" – Category I w/r/t
the certificate as amended or	includes the certificate as		RULLCA and ULPA;
restated.	amended or restated.		
(2) "Contribution" means any	(2) "Contribution", except in the		"Contribution" – Category I
benefit provided by a person to a	phrase "right of contribution,"		
limited liability company:	means any benefit provided by a		
(A) in order to become a	person to a limited partnership in		
member upon formation of the	order to become a partner or in		
company and in accordance with an agreement between or among	the person's capacity as a partner.		
the persons that have agreed to			
become the initial members of			
the company;			
(B) in order to become a			
member after formation of the			

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
company and in accordance with an agreement between the person and the company; or (C) in the person's capacity as a member and in accordance with the operating agreement or an agreement between the member and the company.			
 (3) "Debtor in bankruptcy" means a person that is the subject of: (A) an order for relief under Title 11 of the United States Code or a successor statute of general application; or (B) a comparable order under federal, state, or foreign law governing insolvency. 	 (3) "Debtor in bankruptcy" means a person that is the subject of: (A) an order for relief under Title 11 of the United States Code or a comparable order under a successor statute of general application; or (B) a comparable order under federal, state, or foreign law governing insolvency. 	 (2) "Debtor in bankruptcy" means a person who is the subject of: (i) an order for relief under Title 11 of the United States Code or a comparable order under a successor statute of general application; or (ii) a comparable order under federal, state, or foreign law governing insolvency. 	"Debtor in bankruptcy" – HUB
 (4) "Designated office" means: (A) the office that a limited liability company is required to designate and maintain under Section 113; or (B) the principal office of a foreign limited liability company. 	 (4) "Designated office" means: (A) with respect to a limited partnership, the office that the limited partnership is required to designate and maintain under Section 114; and (B) with respect to a foreign limited partnership, its principal office. 		"Designated office" – compare with HUB (principal office)

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
(5) "Distribution", except as otherwise provided in Section 405(g), means a transfer of money or other property from a limited liability company to another person on account of a transferable interest.	(5) "Distribution" means a transfer of money or other property from a limited partnership to a partner in the partner's capacity as a partner or to a transferee on account of a transferable interest owned by the transferee.	(3) "Distribution" means a transfer of money or other property from a partnership to a partner in the partner's capacity as a partner or to the partner's transferee.	"Distribution" – Category I
(6) "Effective", with respect to a record required or permitted to be delivered to the [Secretary of State] for filing under this [act], means effective under Section 205(c).			"Effective" – Category I (although no comparable provision in ULPA or RUPA)
(7) "Foreign limited liability company" means an unincorporated entity formed under the law of a jurisdiction other than this state and denominated by that law as a limited liability company.	(6) "Foreign limited liability limited partnership" means a foreign limited partnership whose general partners have limited liability for the obligations of the foreign limited partnership under a provision similar to Section 404(c).		"Foreign" – Category I; also compare to usage in HUB
	(7) "Foreign limited partnership" means a partnership formed under the laws of a jurisdiction other than this State and required	 (4) "Foreign limited liability partnership" means a partnership that: (i) is formed under laws 	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	
Company Act (2006)	(2001)	(1997)	Comments
	by those laws to have one or more general partners and one or more limited partners. The term includes a foreign limited liability limited partnership.	other than the laws of this State; and (ii) has the status of a limited liability partnership under those laws.	
 (8) "Limited liability company", except in the phrase "foreign limited liability company", means an entity formed under this [act]. (9) "Manager" means a person that under the operating agreement of a manager-managed limited liability company is responsible, alone or in concert with others, for performing the management functions stated in Section 407(c). (10) "Manager-managed limited liability company" means a limited liability company that qualifies under Section 407(a). 	 (8) "General partner" means: (A) with respect to a limited partnership, a person that: (i) becomes a general partner under Section 401; or (ii) was a general partner in a limited partnership when the limited partnership became subject to this [Act] under Section 1206(a) or (b); and (B) with respect to a foreign limited partnership, a person that has rights, powers, and obligations similar to those of a general partner in a limited 	 (5) "Limited liability partnership" means a partnership that has filed a statement of qualification under Section 1001 and does not have a similar statement in effect in any other jurisdiction. (6) "Partnership" means an association of two or more persons to carry on as co-owners a business for profit formed under Section 202, predecessor law, or comparable law of another jurisdiction. 	"Limited liability company" "Limited partnership" "Limited liability limited partnership" "Limited liability partnership" – Category II (at least harmonize the parallel elements) Query whether RUPA definition of "Partnership" is also Category II
(11) "Member" means a person that has become a member of a limited liability company under Section 401 and has not dissociated under Section 602.	(9) "Limited liability limited partnership", except in the phrase "foreign limited liability limited partnership", means a limited partnership whose certificate of limited partnership states that the limited partnership is a limited		"Member" – Category II w/r/t ULPA definitions of "general partner" and "limited partner"

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
(12) "Member-managed limited liability company" means a limited liability company that is not a manager-managed limited liability company.	 (2001) liability limited partnership. (10) "Limited partner" means: (A) with respect to a limited partnership, a person that: (i) becomes a limited partner under Section 301; or (ii) was a limited partner in a limited partnership when the limited partnership became subject to this [Act] under Section 1206(a) or (b); and (B) with respect to a foreign limited partnership, a person that has rights, powers, and obligations similar to those of a limited partner in a limited partnership. (11) "Limited partnership", except in the phrases "foreign limited partnership,", except in the phrases "foreign limited liability limited partnership", means an entity, having one or more general partners, which is formed under this [Act] by two or more persons or becomes subject to this [Act] 		and w/r/t RUPA not defining "partner" [query also whether RUPA should refer to "general partner" for clarity's sake for "spoke purposes." I.e., in a comprehensive code, should "partner" mean "limited or general partner" in one spoke (limited partnership spoke) and "[general] partner" in another (general partnership spoke)?
	under [Article] 11 or Section		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	 1206(a) or (b). The term includes a limited liability limited partnership. (12) "Partner" means a limited partner or general partner. 		
(13) "Operating agreement" means the agreement, whether or not referred to as an operating agreement and whether oral, in a record, implied, or in any combination thereof, of all the members of a limited liability company, including a sole member, concerning the matters described in Section 110(a). The term includes the agreement as amended or restated.	(13) "Partnership agreement" means the partners' agreement, whether oral, implied, in a record, or in any combination, concerning the limited partnership. The term includes the agreement as amended.	 (7) "Partnership agreement" means the agreement, whether written, oral, or implied, among the partners concerning the partnership, including amendments to the partnership agreement. (8) "Partnership at will" means a partnership in which the partners have not agreed to remain partners until the expiration of a definite term or the completion of a particular undertaking. (9) "Partnership interest" or "partner's interest in the 	" agreement" – Category I "Partnership interest" – Category II (no comparable concept in
(14) "Organizer" means a person that acts under Section 201 to form a limited liability company.		partnership" means all of a partner's interests in the partnership, including the	ULPA or RULLCA)

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
Revised Uniform Limited Liability Company Act (2006) (15) "Person" means an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.	Uniform Limited Partnership Act (2001) (14) "Person" means an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, government; governmental subdivision, agency, or instrumentality; public corporation, or any other legal or	Revised Uniform Partnership Act (1997)partner's transferable interest and all management and other rights.(10) "Person" means an individual, corporation, business trust, estate, trust, partnership, association, joint venture, government, governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.	Comments "Person" in HUB "Principal office" in HUB, but substantially different language; Section 1-102: (31) "Principal office" means the office, in or outside this state, designated by a filing entity as its principal office in the most recent filed record that contains
16) "Principal office" means the principal executive office of a limited liability company or foreign limited liability company, whether or not the office is located in this state.	 commercial entity. (15) "Person dissociated as a general partner" means a person dissociated as a general partner of a limited partnership. (16) "Principal office" means the office where the principal executive office of a limited partnership or foreign limited partnership is located, whether or not the office is located in this State. 	(11) "Property" means all property, real, personal, or mixed, tangible or intangible, or any	that designation." Compare also RUPA § 106(1): (a) Except as otherwise provided in subsection (b) [re: LLPs], the law of the jurisdiction in which a partnership has its chief executive office governs relations among the partners and between the partners and the partnership. "Property" – Category I (no comparable provision in ULPA or RULLCA)

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
(17) "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.	 (17) "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form. (18) "Required information" means the information that a limited partnership is required to maintain under Section 111. 	interest therein.	"Record" – in the HUB
 (18) "Sign" means, with the present intent to authenticate or adopt a record: (A) to execute or adopt a tangible symbol; or (B) to attach to or logically associate with the record an electronic symbol, sound, or process. 	 (19) "Sign" means: (A) to execute or adopt a tangible symbol with the present intent to authenticate a record; or (B) to attach or logically associate an electronic symbol, sound, or process to or with a record with the present intent to authenticate the record. 	(12) "State" means a State of the United States, the District of	"Sign" – in the HUB "State" – in the HUB
(19) "State" means a state of the United States, the District of Columbia, Puerto Rico, the United	(20) "State" means a State of the United States, the District of Columbia, Puerto Rico, the United	Columbia, the Commonwealth of Puerto Rico, or any territory or insular possession subject to the jurisdiction of the United States.	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States.	States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States.	(13) "Statement" means a statement of partnership authority under Section 303, a statement of denial under Section 304, a statement of dissociation under Section 704, a statement of dissolution under Section 805, a statement of merger under Section 907, a statement of qualification under Section 1001, a statement of foreign qualification under Section 1102, or an amendment or cancellation of any of the foregoing.	"Statement" – Category II (b/c ULPA and RULLCA have fewer statements; therefore query whether a "collection-type" definition is worthwhile (although, in a hub and spoke code, parallelism in spoke definitions might be useful)
(20) "Transfer" includes an assignment, conveyance, deed, bill of sale, lease, mortgage, security interest, encumbrance, gift, and transfer by operation of law.	(21) "Transfer" includes an assignment, conveyance, deed, bill of sale, lease, mortgage, security interest, encumbrance, gift, and transfer by operation of law.	(14) "Transfer" includes an assignment, conveyance, lease, mortgage, deed, and encumbrance.	"Transfer" – Category I; in HUB, but substantially different – omits "by operation of law"; Section 1-102: (43) "Transfer" includes an assignment, conveyance, lease, mortgage, deed, and encumbrance.
(21) "Transferable interest" means the right, as originally associated with a person's capacity as a member, to receive distributions from a limited	(22) "Transferable interest" means a partner's right to receive distributions.		"Transferable interest" – Category I; in HUB, but HUB definition presupposes an definition in the organic law (i.e., the spoke); Section 1-102:

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
liability company in accordance with the operating agreement, whether or not the person remains a member or continues to own any part of the right. (22) "Transferee" means a person to which all or part of a transferable interest has been transferred, whether or not the transferor is a member.	(23) "Transferee" means a person to which all or part of a transferable interest has been transferred, whether or not the transferor is a partner.		(44) "Transferable interest" means the right under an unincorporated entity's organic law to receive distributions from the entity. Also – definition should make clear that a transferee of a fraction of the original interest is within the definition "Transferee" – Category I; also query whether this definition should exclude mere holder of a charging order
SECTION 103. KNOWLEDGE; NOTICE.	SECTION 103. KNOWLEDGE AND NOTICE.	SECTION 102. KNOWLEDGE AND NOTICE.	Knowledge /Notice – Category I
 (a) A person knows a fact when the person: (1) has actual knowledge of it; or (2) is deemed to know it under subsection (d)(1) or law other than this [act]. (b) A person has notice of a fact when the person: (1) has reason to know the fact from all of the facts known to the person at the time 	 (a) A person knows a fact if the person has actual knowledge of it. (b) A person has notice of a fact if the person: (1) knows of it; (2) has received a notification of it; (3) has reason to know it exists from all of the facts known to the person at the time in question; or (4) has notice of it under 	 (a) A person knows a fact if the person has actual knowledge of it. (b) A person has notice of a fact if the person: (1) knows of it; (2) has received a notification of it; or (3) has reason to know it exists from all of the facts known to the person at the time in question. (c) A person notifies or gives a 	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
in question; or	subsection (c) or (d).	notification to another by taking	
(2) is deemed to have	(c) A certificate of limited	steps reasonably required to	
notice of the fact under	partnership on file in the [office of	inform the other person in	
subsection (d)(2);	the Secretary of State] is notice	ordinary course, whether or not	
(c) A person notifies another of a	that the partnership is a limited	the other person learns of it.	
fact by taking steps reasonably	partnership and the persons	(d) A person receives a	
required to inform the other	designated in the certificate as	notification when the notification:	
person in ordinary course,	general partners are general	(1) comes to the person's	
whether or not the other person	partners. Except as otherwise	attention; or	
knows the fact.	provided in subsection (d), the	(2) is duly delivered at the	
(d) A person that is not a member	certificate is not notice of any	person's place of business or at	
is deemed:	other fact.	any other place held out by the	
(1) to know of a limitation	(d) A person has notice of:	person as a place for receiving	
on authority to transfer real	another person's	communications.	
property as provided in Section	dissociation as a general partner,	(e) Except as otherwise provided	
302(g); and	90 days after the effective date of	in subsection (f), a person other	
(2) to have notice of a	an amendment to the certificate	than an individual knows, has	
limited liability company's:	of limited partnership which	notice, or receives a notification	
(A) dissolution, 90	states that the other person has	of a fact for purposes of a	
days after a statement of	dissociated or 90 days after the	particular transaction when the	
dissolution under Section	effective date of a statement of	individual conducting the	
702(b)(2)(A) becomes effective;	dissociation pertaining to the	transaction knows, has notice, or	
(B) termination,	other person, whichever occurs	receives a notification of the fact,	
90 days after a statement of	first;	or in any event when the fact	
termination Section 702(b)(2)(F)	(2) a limited partnership's	would have been brought to the	
becomes effective; and	dissolution, 90 days after the	individual's attention if the	
(C) merger,	effective date of an amendment	person had exercised reasonable	
conversion, or domestication, 90	to the certificate of limited	diligence. The person exercises	
days after articles of merger,	partnership stating that the	reasonable diligence if it	
conversion, or domestication	limited partnership is dissolved;	maintains reasonable routines for	
under [Article] 10 become	(3) a limited partnership's	communicating significant	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
effective.	termination, 90 days after the	information to the individual	
	effective date of a statement of	conducting the transaction and	
	termination;	there is reasonable compliance	
	(4) a limited partnership's	with the routines. Reasonable	
	conversion under [Article] 11, 90	diligence does not require an	
	days after the effective date of	individual acting for the person to	
	the articles of conversion; or	communicate information unless	
	(5) a merger under	the communication is part of the	
	[Article] 11, 90 days after the	individual's regular duties or the	
	effective date of the articles of	individual has reason to know of	
	merger.	the transaction and that the	
	(e) A person notifies or gives a	transaction would be materially	
	notification to another person by	affected by the information.	
	taking steps reasonably required	(f) A partner's knowledge, notice,	
	to inform the other person in	or receipt of a notification of a	
	ordinary course, whether or not	fact relating to the partnership is	
	the other person learns of it.	effective immediately as	
	(f) A person receives a	knowledge by, notice to, or	
	notification when the notification:	receipt of a notification by the	
	(1) comes to the person's	partnership, except in the case of	
	attention; or	a fraud on the partnership	
	(2) is delivered at the	committed by or with the consent	
	person's place of business or at	of that partner.	
	any other place held out by the		
	person as a place for receiving		
	communications.		
	(g) Except as otherwise provided		
	in subsection (h), a person other		
	than an individual knows, has		
	notice, or receives a notification		
	of a fact for purposes of a		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commonto
Company Act (2006)	(2001)	(1997)	Comments
	particular transaction when the		
	individual conducting the		
	transaction for the person knows,		
	has notice, or receives a		
	notification of the fact, or in any		
	event when the fact would have		
	been brought to the individual's		
	attention if the person had		
	exercised reasonable diligence. A		
	person other than an individual		
	exercises reasonable diligence if it		
	maintains reasonable routines for		
	communicating significant		
	information to the individual		
	conducting the transaction for the		
	person and there is reasonable		
	compliance with the routines.		
	Reasonable diligence does not		
	require an individual acting for		
	the person to communicate		
	information unless the		
	communication is part of the		
	individual's regular duties or the		
	individual has reason to know of		
	the transaction and that the		
	transaction would be materially		
	affected by the information.		
	(h) A general partner's		
	knowledge, notice, or receipt of a		
	notification of a fact relating to		
	the limited partnership is		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	Connents
	effective immediately as knowledge of, notice to, or receipt of a notification by the limited partnership, except in the case of a fraud on the limited partnership committed by or with the consent of the general partner. A limited partner's knowledge, notice, or receipt of a notification of a fact relating to the limited partnership is not effective as knowledge of, notice to, or receipt of a notification by the limited partnership.		
SECTION 104. NATURE, PURPOSE, AND DURATION OF LIMITED LIABILITY COMPANY.	SECTION 104. NATURE, PURPOSE, AND DURATION OF ENTITY.	SECTION 201. PARTNERSHIP AS ENTITY.	Nature/Purpose/Duration – Category I re: LLC and LP
 (a) A limited liability company is an entity distinct from its members. (b) A limited liability company may have any lawful purpose, regardless of whether for profit. (c) A limited liability company has perpetual duration. 	 (a) A limited partnership is an entity distinct from its partners. A limited partnership is the same entity regardless of whether its certificate states that the limited partnership is a limited liability limited partnership. (b) A limited partnership may be organized under this [Act] for any lawful purpose. (c) A limited partnership has a perpetual duration. 	 (a) A partnership is an entity distinct from its partners. (b) A limited liability partnership continues to be the same entity that existed before the filing of a statement of qualification under Section 1001. SECTION 101. DEFINITIONS (8) A "Partnership at will" means a partnership in which the partners have not agreed to remain partners until the 	As to RUPA, sec. 201 indicates "entity" and sec. 202(a) circumscribe purpose. Duration analysis involves several statutes: sec. 801, plus sec. 101(8) (defining "at will" partnership) [This issue is arguably Category II, but for efficiency's sake should be conjoined with the LLC/LP decision.]

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
		expiration of a definite term or	
		the completion of a particular	
		undertaking.	
		SECTION 801. EVENTS CAUSING	
		DISSOLUTION AND WINDING UP	
		OF PARTNERSHIP BUSINESS.	
		A partnership is dissolved, and its	
		business must be wound up, only	
		upon the occurrence of any of the	
		following events:	
		(1) in a partnership at will, the	
		partnership=s having notice from	
		a partner, other than a partner	
		who is dissociated under Section	
		601(2) through (10), of that	
		partner's express will to withdraw	
		as a partner, or on a later date	
		specified by the partner;	
		(2) in a partnership for a definite	
		term or particular undertaking:	
SECTION 105. POWERS.	SECTION 105. POWERS.	SECTION 307. ACTIONS BY AND	Powers: Category I re: LLC and
		AGAINST PARTNERSHIP AND	LP.
A limited liability company has the	A limited partnership has the	PARTNERS.	
capacity to sue and be sued in its	powers to do all things necessary		As to RUPA – Category II whether
own name and the power to do	or convenient to carry on its	(a) A partnership may sue and be	to include a powers section.
all things necessary or convenient	activities, including the power to	sued in the name of the	
to carry on its activities.	sue, be sued, and defend in its	partnership.	

	Comerciante	Revised Uniform Partnership Act	Uniform Limited Partnership Act	Revised Uniform Limited Liability
	Comments	(1997)	(2001)	Company Act (2006)
			own name and to maintain an	
			action against a partner for harm	
			caused to the limited partnership	
			by a breach of the partnership	
			agreement or violation of a duty	
			to the partnership.	
	Governing Law – Catego	SECTION 106. GOVERNING LAW.	SECTION 106. GOVERNING LAW.	SECTION 106. GOVERNING LAW.
eneral	variation for non-LLP ge			
	partnership)	(a) Except as otherwise provided	The law of this State governs	The law of this state governs:
		in subsection (b), the law of the	relations among the partners of a	(1) the internal affairs of a limited
		jurisdiction in which a partnership	limited partnership and between	liability company; and
		has its chief executive office	the partners and the limited	(2) the liability of a member as
		governs relations among the	partnership and the liability of	member and a manager as
		•	• •	
			0	
			partnership.	limited liability company.
		•		
		· · · ·		
es –	••			
	Category	PRINCIPLES OF LAW.		PRINCIPLES OF LAW.
		(a) Unless displaced by particular	INTLREJI.	Linless displaced by particular
			(a) Unless displaced by particular	
		•		
es –	Supplemental Principles Category I	 governs relations among the partners and between the partners hip. (b) The law of this State governs relations among the partners and between the partners and the partners hip and the liability of partners for an obligation of a limited liability partnership. SECTION 104. SUPPLEMENTAL PRINCIPLES OF LAW. (a) Unless displaced by particular provisions of this [Act], the principles of law and equity supplement this [Act]. (b) If an obligation to pay interest arises under this [Act] and the rate is not specified, the rate is 	 partnership and the liability of partners as partners for an obligation of the limited partnership. SECTION 107. SUPPLEMENTAL PRINCIPLES OF LAW; RATE OF INTEREST. (a) Unless displaced by particular provisions of this [Act], the principles of law and equity supplement this [Act]. (b) If an obligation to pay interest arises under this [Act] and the 	member and a manager as manager for the debts, obligations, or other liabilities of a limited liability company. SECTION 107. SUPPLEMENTAL PRINCIPLES OF LAW. Unless displaced by particular provisions of this [act], the principles of law and equity supplement this [act].

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	rate is not specified, the rate is	that specified in [applicable	
	that specified in [applicable	statute].	
	statute].		
SECTION 108. NAME.	SECTION 108. NAME.	SECTION 1002. NAME.	Name – HUB, sec. 1-301
(a) The name of a limited liability	(a) The name of a limited	The name of a limited liability	
company must contain the words	partnership may contain the	partnership must end with	
"limited liability company" or	name of any partner.	"Registered Limited Liability	
"limited company" or the	(b) The name of a limited	Partnership", "Limited Liability	
abbreviation "L.L.C.", "LLC",	partnership that is not a limited	Partnership", "R.L.L.P.", "L.L.P.",	
"L.C.", or "LC". "Limited" may be	liability limited partnership must	"RLLP," or "LLP".	
abbreviated as "Ltd.", and	contain the phrase "limited		
"company" may be abbreviated as	partnership" or the abbreviation		
"Co.".	"L.P." or "LP" and may not contain		
(b) Unless authorized by	the phrase "limited liability		
subsection (c), the name of a	limited partnership" or the		
limited liability company must be	abbreviation "LLLP" or "L.L.L.P.".		
distinguishable in the records of	(c) The name of a limited liability		
the [Secretary of State] from:	limited partnership must contain		
(1) the name of each	the phrase "limited liability		
person that is not an individual	limited partnership" or the		
and that is incorporated,	abbreviation "LLLP" or "L.L.L.P."		
organized, or authorized to	and must not contain the		
transact business in this state;	abbreviation "L.P." or "LP."		
(2) the limited liability	(d) Unless authorized by		
company name stated in each	subsection (e), the name of a		
certificate of organization that	limited partnership must be		
contains the statement as	distinguishable in the records of		
provided in Section 201(b)(3) and	the [Secretary of State] from:		
that has not lapsed; and	(1) the name of each		
(3) each name reserved	person other than an individual		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
under Section 109 and [cite other	incorporated, organized, or		
state laws allowing the	authorized to transact business in		
reservation or registration of	this State; and		
business names, including	(2) each name reserved		
fictitious or assumed name	under Section 109 [or other state		
statutes].	laws allowing the reservation or		
(c) A limited liability company may	registration of business names,		
apply to the [Secretary of State]	including fictitious name		
for authorization to use a name	statutes].		
that does not comply with	(e) A limited partnership may		
subsection (b). The [Secretary of	apply to the [Secretary of State]		
State] shall authorize use of the	for authorization to use a name		
name applied for if, as to each	that does not comply with		
noncomplying name:	subsection (d). The [Secretary of		
(1) the present user,	State] shall authorize use of the		
registrant, or owner of the	name applied for if, as to each		
noncomplying name consents in a	conflicting name:		
signed record to the use and	(1) the present user,		
submits an undertaking in a form	registrant, or owner of the		
satisfactory to the [Secretary of	conflicting name consents in a		
State] to change the	signed record to the use and		
noncomplying name to a name	submits an undertaking in a form		
that complies with subsection (b)	satisfactory to the [Secretary of		
and is distinguishable in the	State] to change the conflicting		
records of the [Secretary of State]	name to a name that complies		
from the name applied for; or	with subsection (d) and is		
(2) the applicant delivers	distinguishable in the records of		
to the [Secretary of State] a	the [Secretary of State] from the		
certified copy of the final	name applied for;		
judgment of a court establishing	(2) the applicant delivers		
the applicant's right to use in this	to the [Secretary of State] a		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
state the name applied for.	certified copy of the final	(1557)	
(d) Subject to Section 805, this	judgment of a court of competent		
section applies to a foreign	jurisdiction establishing the		
limited liability company	applicant's right to use in this		
transacting business in this state	State the name applied for; or		
which has a certificate of	(3) the applicant delivers		
authority to transact business in	to the [Secretary of State] proof		
this state or which has applied for	satisfactory to the [Secretary of		
a certificate of authority.	State] that the present user,		
	registrant, or owner of the		
	conflicting name:		
	(A) has merged		
	into the applicant;		
	(B) has been		
	converted into the applicant; or		
	(C) has		
	transferred substantially all of its		
	assets, including the conflicting		
	name, to the applicant.		
	(f) Subject to Section 905, this		
	section applies to any foreign		
	limited partnership transacting		
	business in this State, having a		
	certificate of authority to transact		
	business in this State, or applying		
	for a certificate of authority.		
SECTION 109. RESERVATION OF	SECTION 109. RESERVATION OF		Reservation of Name – in HUB,
NAME.	NAME.		sec. 1-303
(a) A person may reserve the	(a) The exclusive right to the use		
exclusive use of the name of a	of a name that complies with		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
limited liability company,	Section 108 may be reserved by:		
including a fictitious or assumed	a person intending to		
name for a foreign limited liability	organize a limited partnership		
company whose name is not	under this [Act] and to adopt the		
available, by delivering an	name;		
application to the [Secretary of	(2) a limited partnership		
State] for filing. The application	or a foreign limited partnership		
must state the name and address	authorized to transact business in		
of the applicant and the name	this State intending to adopt the		
proposed to be reserved. If the	name;		
[Secretary of State] finds that the	(3) a foreign limited		
name applied for is available, it	partnership intending to obtain a		
must be reserved for the	certificate of authority to transact		
applicant's exclusive use for a	business in this State and adopt		
120-day period.	the name;		
(b) The owner of a name reserved	(4) a person intending to		
for a limited liability company	organize a foreign limited		
may transfer the reservation to	partnership and intending to have		
another person by delivering to	it obtain a certificate of authority		
the [Secretary of State] for filing a	to transact business in this State		
signed notice of the transfer	and adopt the name;		
which states the name and	(5) a foreign limited		
address of the transferee.	partnership formed under the		
	name; or		
	(6) a foreign limited		
	partnership formed under a name		
	that does not comply with Section		
	108(b) or (c), but the name		
	reserved under this paragraph		
	may differ from the foreign		
	limited partnership's name only		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
	to the extent necessary to comply		
	with Section 108(b) and (c).		
	(b) A person may apply to reserve		
	a name under subsection (a) by		
	delivering to the [Secretary of		
	State] for filing an application that		
	states the name to be reserved		
	and the paragraph of subsection		
	(a) which applies. If the		
	[Secretary of State] finds that the		
	name is available for use by the		
	applicant, the [Secretary of State]		
	shall file a statement of name		
	reservation and thereby reserve		
	the name for the exclusive use of		
	the applicant for a 120 days.		
	(c) An applicant that has reserved		
	a name pursuant to subsection (b)		
	may reserve the same name for		
	additional 120-day periods. A		
	person having a current		
	reservation for a name may not		
	apply for another 120-day period		
	for the same name until 90 days		
	have elapsed in the current		
	reservation.		
	(d) A person that has reserved a		
	name under this section may		
	deliver to the [Secretary of State]		
	for filing a notice of transfer that		
	states the reserved name, the		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
	name and street and mailing		
	address of some other person to		
	which the reservation is to be		
	transferred, and the paragraph of		
	subsection (a) which applies to		
	the other person. Subject to		
	Section 206(c), the transfer is		
	effective when the [Secretary of		
	State] files the notice of transfer.		
SECTION 110. OPERATING	SECTION 110. EFFECT OF	SECTION 103. EFFECT OF	Effect of Agreements (including
AGREEMENT; SCOPE, FUNCTION,	PARTNERSHIP AGREEMENT;	PARTNERSHIP AGREEMENT;	ULLCA, sec. 110-112) – Category
AND LIMITATIONS.	NONWAIVABLE PROVISIONS.	NONWAIVABLE PROVISIONS.	11
(a) Except as otherwise provided	(a) Except as otherwise provided	(a) Except as otherwise provided	
in subsections (b) and (c), the	in subsection (b), the partnership	in subsection (b), relations among	
operating agreement governs:	agreement governs relations	the partners and between the	
(1) relations among the	among the partners and between	partners and the partnership are	
members as members and	the partners and the partnership.	governed by the partnership	
between the members and the	To the extent the partnership	agreement. To the extent the	
limited liability company;	agreement does not otherwise	partnership agreement does not	
(2) the rights and duties	provide, this [Act] governs	otherwise provide, this [Act]	
under this [act] of a person in the	relations among the partners and	governs relations among the	
capacity of manager;	between the partners and the	partners and between the	
(3) the activities of the	partnership.	partners and the partnership.	
company and the conduct of	(b) A partnership agreement may	(b) The partnership agreement	
those activities; and	not:	may not:	
(4) the means and	(1) vary a limited	(1) vary the rights and	
conditions for amending the	partnership's power under	duties under Section 105 except	
operating agreement.	Section 105 to sue, be sued, and	to eliminate the duty to provide	
(b) To the extent the operating	defend in its own name;	copies of statements to all of the	
agreement does not otherwise	(2) vary the law applicable	partners;	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
provide for a matter described in	to a limited partnership under	(2) unreasonably restrict	
subsection (a), this [act] governs	Section 106;	the right of access to books and	
the matter.	(3) vary the requirements	records under Section 403(b);	
(c) An operating agreement may	of Section 204;	(3) eliminate the duty of	
not:	(4) vary the information	loyalty under Section 404(b) or	
(1) vary a limited liability	required under Section 111 or	603(b)(3), but:	
company's capacity under Section	unreasonably restrict the right to	(i) the partnership	
105 to sue and be sued in its own	information under Sections 304 or	agreement may identify specific	
name;	407, but the partnership	types or categories of activities (ii)	
(2) vary the law applicable	agreement may impose	all of the partners or a number or	
under Section 106;	reasonable restrictions on the	percentage specified in the	
(3) vary the power of the	availability and use of information	partnership agreement may	
court under Section 204;	obtained under those sections	authorize or ratify, after full	
(4) subject to subsections	and may define appropriate	disclosure of all material facts, a	
(d) through (g), eliminate the duty	remedies, including liquidated	specific act or transaction that	
of loyalty, the duty of care, or any	damages, for a breach of any	otherwise would violate the duty	
other fiduciary duty;	reasonable restriction on use;	of loyalty;	
(5) subject to subsections	(5) eliminate the duty of		
(d) through (g), eliminate the	loyalty under Section 408, but the	(4) unreasonably reduce the duty	
contractual obligation of good	partnership agreement may:	of care under Section 404(c) or	
faith and fair dealing under	(A) identify	603(b)(3);	
Section 409(d);	specific types or categories of		
(6) unreasonably restrict	activities that do not violate the	(5) eliminate the obligation of	
the duties and rights stated in	duty of loyalty, if not manifestly	good faith and fair dealing under	
Section 410;	unreasonable; and	Section 404(d), but the	
(7) vary the power of a	(B) specify the	partnership agreement may	
court to decree dissolution in the	number or percentage of partners	prescribe the standards by which	
circumstances specified in Section	which may authorize or ratify,	the performance of the obligation	
701(a)(4) and (5);	after full disclosure to all partners	is to be measured, if the	
(8) vary the requirement	of all material facts, a specific act	standards are not manifestly	
to wind up a limited liability	or transaction that otherwise	unreasonable;	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
company's business as specified	would violate the duty of loyalty;		
in Section 702(a) and (b)(1);	(6) unreasonably reduce	(6) vary the power to dissociate as	
(9) unreasonably restrict	the duty of care under Section	a partner under Section 602(a),	
the right of a member to maintain	408(c);	except to require the notice	
an action under [Article] 9;	(7) eliminate the	under Section 601(1) to be in	
(10) restrict the right to	obligation of good faith and fair	writing;	
approve a merger, conversion, or	dealing under Sections 305(b) and		
domestication under Section 1014	408(d), but the partnership	(7) vary the right of a court to	
to a member that will have	agreement may prescribe the	expel a partner in the events	
personal liability with respect to a	standards by which the	specified in Section 601(5);	
surviving, converted, or	performance of the obligation is		
domesticated organization; or	to be measured, if the standards	(8) vary the requirement to wind	
(11) except as otherwise	are not manifestly unreasonable;	up the partnership business in	
provided in Section 112(b),	(8) vary the power of a	cases specified in Section 801(4),	
restrict the rights under this [act]	person to dissociate as a general	(5), or (6);	
of a person other than a member	partner under Section 604(a)		
or manager.	except to require that the notice	(9) vary the law applicable to a	
(d) If not manifestly	under Section 603(1) be in a	limited liability partnership under	
unreasonable, the operating	record;	Section 106(b); or	
agreement may:	(9) vary the power of a		
(1) restrict or eliminate	court to decree dissolution in the	(10) restrict rights of third parties	
the duty:	circumstances specified in Section	under this [Act].that do not	
(A) as required in	802;	violate the duty of loyalty, if not	
Section 409(b)(1) and (g), to	(10) vary the requirement	manifestly unreasonable; or	
account to the limited liability	to wind up the partnership's	(ii) all of the	
company and to hold as trustee	business as specified in Section	partners or a number or	
for it any property, profit, or	803;	percentage specified in the	
benefit derived by the member in	(11) unreasonably restrict	partnership agreement may	
the conduct or winding up of the	the right to maintain an action	authorize or ratify, after full	
company's business, from a use	under [Article] 10;	disclosure of all material facts, a	
by the member of the company's	(12) restrict the right of a	specific act or transaction that	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
property, or from the	partner under Section 1110(a) to	otherwise would violate the duty	
appropriation of a limited liability	approve a conversion or merger	of loyalty;	
company opportunity;	or the right of a general partner	(4) unreasonably reduce	
(B) as required in	under Section 1110(b) to consent	the duty of care under Section	
Section 409(b)(2) and (g), to	to an amendment to the	404(c) or 603(b)(3);	
refrain from dealing with the	certificate of limited partnership	(5) eliminate the	
company in the conduct or	which deletes a statement that	obligation of good faith and fair	
winding up of the company's	the limited partnership is a	dealing under Section 404(d), but	
business as or on behalf of a party	limited liability limited	the partnership agreement may	
having an interest adverse to the	partnership; or	prescribe the standards by which	
company; and	(13) restrict rights under	the performance of the obligation	
(C) as required by	this [Act] of a person other than a	is to be measured, if the	
Section 409(b)(3) and (g), to	partner or a transferee.	standards are not manifestly	
refrain from competing with the		unreasonable;	
company in the conduct of the		(6) vary the power to	
company's business before the		dissociate as a partner under	
dissolution of the company;		Section 602(a), except to require	
(2) identify specific types		the notice under Section 601(1) to	
or categories of activities that do		be in writing;	
not violate the duty of loyalty;		(7) vary the right of a	
(3) alter the duty of care,		court to expel a partner in the	
except to authorize intentional		events specified in Section 601(5);	
misconduct or knowing violation		(8) vary the requirement	
of law;		to wind up the partnership	
(4) alter any other		business in cases specified in	
fiduciary duty, including		Section 801(4), (5), or (6);	
eliminating particular aspects of		(9) vary the law applicable	
that duty; and		to a limited liability partnership	
(5) prescribe the		under Section 106(b); or	
standards by which to measure		(10) restrict rights of third	
the performance of the		parties under this [Act].	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
contractual obligation of good			
faith and fair dealing under			
Section 409(d).			
(e) The operating agreement may			
specify the method by which a			
specific act or transaction that			
would otherwise violate the duty			
of loyalty may be authorized or			
ratified by one or more			
disinterested and independent			
persons after full disclosure of all			
material facts.			
(f) To the extent the operating			
agreement of a member-managed			
limited liability company expressly			
relieves a member of a			
responsibility that the member			
would otherwise have under this			
[act] and imposes the			
responsibility on one or more			
other members, the operating			
agreement may, to the benefit of			
the member that the operating			
agreement relieves of the			
responsibility, also eliminate or			
limit any fiduciary duty that would			
have pertained to the			
responsibility.			
(g) The operating agreement may	1		
alter or eliminate the			
indemnification for a member or			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
manager provided by Section			
408(a) and may eliminate or limit			
a member or manager's liability			
to the limited liability company			
and members for money			
damages, except for:			
(1) breach of the duty of			
loyalty;			
(2) a financial benefit			
received by the member or			
manager to which the member or			
manager is not entitled;			
(3) a breach of a duty			
under Section 406;			
(4) intentional infliction of			
harm on the company or a			
member; or			
(5) an intentional			
violation of criminal law.			
(h) The court shall decide any			
claim under subsection (d) that a			
term of an operating agreement is			
manifestly unreasonable. The			
court:			
(1) shall make its			
determination as of the time the			
challenged term became part of			
the operating agreement and by			
considering only circumstances			
existing at that time; and			
(2) may invalidate the			

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
term only if, in light of the			
purposes and activities of the			
limited liability company, it is			
readily apparent that:			
(A) the objective			
of the term is unreasonable; or			
(B) the term is an			
unreasonable means to achieve			
the provision's objective.			
	SECTION 111. REQUIRED		Required Information – Category
	INFORMATION.		III
	A limited partnership shall		However, there is a related issue
	maintain at its designated office		as to information rights, which
	the following information:		each statute addresses. See
	a current list showing the full		below.
	name and last known street and		
	mailing address of each partner,		
	separately identifying the general		
	partners, in alphabetical order,		
	and the limited partners, in		
	alphabetical order;		
	(2) a copy of the initial certificate		
	of limited partnership and all		
	amendments to and restatements		
	of the certificate, together with		
	signed copies of any powers of		
	attorney under which any		
	certificate, amendment, or		
	restatement has been signed;		
	(3) a copy of any filed articles of		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
	conversion or merger;		
	(4) a copy of the limited		
	partnership's federal, state, and		
	local income tax returns and		
	reports, if any, for the three most		
	recent years;		
	(5) a copy of any partnership		
	agreement made in a record and		
	any amendment made in a record		
	to any partnership agreement;		
	(6) a copy of any financial		
	statement of the limited		
	partnership for the three most		
	recent years;		
	(7) a copy of the three most		
	recent annual reports delivered		
	by the limited partnership to the		
	[Secretary of State] pursuant to		
	Section 210;		
	(8) a copy of any record made by		
	the limited partnership during the		
	past three years of any consent		
	given by or vote taken of any		
	partner pursuant to this [Act] or		
	the partnership agreement; and		
	(9) unless contained in a		
	partnership agreement made in a		
	record, a record stating:		
	(A) the amount of cash,		
	and a description and statement		
	of the agreed value of the other		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
	benefits, contributed and agreed		
	to be contributed by each		
	partner;		
	(B) the times at which, or		
	events on the happening of		
	which, any additional		
	contributions agreed to be made		
	by each partner are to be made;		
	(C) for any person that is		
	both a general partner and a		
	limited partner, a specification of		
	what transferable interest the		
	person owns in each capacity; and		
	(D) any events upon the		
	happening of which the limited		
	partnership is to be dissolved and its activities wound up.		
SECTION 111. OPERATING	its activities would up.		RULLCA, sec. 111 is part of the
AGREEMENT; EFFECT ON LIMITED			Category II discussion of
LIABILITY COMPANY AND			agreements.
PERSONS BECOMING MEMBERS;			agreements.
PREFORMATION AGREEMENT.			
The on a she with the			
(a) A limited liability company is			
bound by and may enforce the			
operating agreement, whether or			
not the company has itself			
manifested assent to the			
operating agreement.			
(b) A person that becomes a			
member of a limited liability			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
company is deemed to assent to			
the operating agreement.			
(c) Two or more persons			
intending to become the initial			
members of a limited liability			
company may make an			
agreement providing that upon			
the formation of the company the			
agreement will become the			
operating agreement. One			
person intending to become the			
initial member of a limited liability			
company may assent to terms			
providing that upon the formation			
of the company the terms will			
become the operating agreement.			
SECTION 409 STANDARDS OF	SECTION 112. BUSINESS	SECTION 404 . GENERAL	Transacting business with the
CONDUCT FOR MEMBERS AND	TRANSACTIONS OF PARTNER	STANDARDS OF PARTNER'S	entity – Category I
MANAGERS.	WITH PARTNERSHIP.	CONDUCT	
[language purposefully omitted –			
See sec. 409(e) cmt	A partner may lend money to and	(f) A partner may lend money to	
	transact other business with the	and transact other business with	
	limited partnership and has the	the partnership, and as to each	
	same rights and obligations with	loan or transaction the rights and	
	respect to the loan or other	obligations of the partner are the	
	transaction as a person that is not	same as those of a person who is	
	a partner.	not a partner, subject to other	
		applicable law.	
	SECTION 113. DUAL CAPACITY.		Category II – query whether
			comparable provision
	A person may be both a general		appropriate as to manager-

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	• · · ·
Company Act (2006)	(2001)	(1997)	Comments
	partner and a limited partner. A		managed LLC
	person that is both a general and		
	limited partner has the rights,		
	powers, duties, and obligations		
	provided by this [Act] and the		
	partnership agreement in each of		
	those capacities. When the		
	person acts as a general partner,		
	the person is subject to the		
	obligations, duties and		
	restrictions under this [Act] and		
	the partnership agreement for		
	general partners. When the		
	person acts as a limited partner,		
	the person is subject to the		
	obligations, duties and		
	restrictions under this [Act] and		
	the partnership agreement for		
	limited partners.		
SECTION 112. OPERATING			Section 112 is part of the
AGREEMENT; EFFECT ON THIRD PARTIES AND RELATIONSHIP TO			Category II discussions of
RECORDS EFFECTIVE ON BEHALF			agreement.
OF LIMITED LIABILITY COMPANY.			
(a) An operating agreement may			
specify that its amendment			
requires the approval of a person			
that is not a party to the			
operating agreement or the			
satisfaction of a condition. An			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
amendment is ineffective if its			
adoption does not include the			
required approval or satisfy the			
specified condition.			
(b) The obligations of a limited			
liability company and its members			
to a person in the person's			
capacity as a transferee or			
dissociated member are governed			
by the operating agreement.			
Subject only to any court order			
issued under Section 503(b)(2) to			
effectuate a charging order, an			
amendment to the operating			
agreement made after a person			
becomes a transferee or			
dissociated member is effective			
with regard to any debt,			
obligation, or other liability of the			
limited liability company or its			
members to the person in the			
person's capacity as a transferee			
or dissociated member.			
(c) If a record that has been			
delivered by a limited liability			
company to the [Secretary of			
State] for filing and has become			
effective under this [act] contains			
a provision that would be			
ineffective under Section 110(c) if			
contained in the operating			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
agreement, the provision is			
likewise ineffective in the record.			
(d) Subject to subsection (c), if a			
record that has been delivered by			
a limited liability company to the			
[Secretary of State] for filing and			
has become effective under this			
[act] conflicts with a provision of			
the operating agreement:			
(1) the operating			
agreement prevails as to			
members, dissociated members,			
transferees, and managers; and			
(2) the record prevails as			
to other persons to the extent			
they reasonably rely on the			
record.			
SECTION 113. OFFICE AND	SECTION 114. OFFICE AND		Hub, [Part] 4
AGENT FOR SERVICE OF	AGENT FOR SERVICE OF		
PROCESS.	PROCESS.		
(a) A limited liability company	(a) A limited partnership shall		
shall designate and continuously	designate and continuously		
maintain in this state:	maintain in this State:		
(1) an office, which need	(1) an office, which need		
not be a place of its activity in this	not be a place of its activity in this		
state; and	State; and		
(2) an agent for service of	(2) an agent for service of		
process.	process.		
(b) A foreign limited liability	(b) A foreign limited partnership		
company that has a certificate of	shall designate and continuously		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
authority under Section 802 shall	maintain in this State an agent for		
designate and continuously	service of process.		
maintain in this state an agent for	(c) An agent for service of process		
service of process.	of a limited partnership or foreign		
(c) An agent for service of process	limited partnership must be an		
of a limited liability company or	individual who is a resident of this		
foreign limited liability company	State or other person authorized		
must be an individual who is a	to do business in this State.		
resident of this state or other			
person with authority to transact			
business in this state.			
SECTION 114. CHANGE OF	SECTION 115. CHANGE OF		Hub, [Part] 4
DESIGNATED OFFICE OR AGENT	DESIGNATED OFFICE OR AGENT		
FOR SERVICE OF PROCESS.	FOR SERVICE OF PROCESS.		
(a) A limited liability company or	(a) In order to change its		
foreign limited liability company	designated office, agent for		
may change its designated office,	service of process, or the address		
its agent for service of process, or	of its agent for service of process,		
the address of its agent for service	a limited partnership or a foreign		
of process by delivering to the	limited partnership may deliver to		
[Secretary of State] for filing a	the [Secretary of State] for filing a		
statement of change containing:	statement of change containing:		
(1) the name of the	(1) the name of the		
company;	limited partnership or foreign		
(2) the street and mailing	limited partnership;		
addresses of its current	(2) the street and mailing		
designated office;	address of its current designated		
(3) if the current	office;		
designated office is to be	(3) if the current		
changed, the street and mailing	designated office is to be		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
addresses of the new designated	changed, the street and mailing		
office;	address of the new designated		
(4) the name and street	office;		
and mailing addresses of its	(4) the name and street		
current agent for service of	and mailing address of its current		
process; and	agent for service of process; and		
(5) if the current agent for	(5) if the current agent for		
service of process or an address	service of process or an address		
of the agent is to be changed, the	of the agent is to be changed, the		
new information.	new information.		
(b) Subject to Section 205(c), a	(b) Subject to Section 206(c), a		
statement of change is effective	statement of change is effective		
when filed by the [Secretary of	when filed by the [Secretary of		
State].	State].		
SECTION 115. RESIGNATION OF	SECTION 116. RESIGNATION OF		Hub, [Part] 4
AGENT FOR SERVICE OF	AGENT FOR SERVICE OF		
PROCESS.	PROCESS.		
(a) To resign as an agent for	(a) In order to resign as an agent		
service of process of a limited	for service of process of a limited		
liability company or foreign	partnership or foreign limited		
limited liability company, the	partnership, the agent must		
agent must deliver to the	deliver to the [Secretary of State]		
[Secretary of State] for filing a	for filing a statement of		
statement of resignation	resignation containing the name		
containing the company name	of the limited partnership or		
and stating that the agent is	foreign limited partnership.		
resigning.	(b) After receiving a statement of		
(b) The [Secretary of State] shall	resignation, the [Secretary of		
file a statement of resignation	State] shall file it and mail a copy		
delivered under subsection (a)	to the designated office of the		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
and mail or otherwise provide or	limited partnership or foreign		
deliver a copy to the designated	limited partnership and another		
office of the limited liability	copy to the principal office if the		
company or foreign limited	address of the office appears in		
liability company and another	the records of the [Secretary of		
copy to the principal office of the	State] and is different from the		
company if the mailing addresses	address of the designated office.		
of the principal office appears in	(c) An agency for service of		
the records of the [Secretary of	process is terminated on the 31st		
State] and is different from the	day after the [Secretary of State]		
mailing address of the designated	files the statement of resignation.		
office.			
(c) An agency for service of			
process terminates on the earlier			
of:			
(1) the 31st day after the			
[Secretary of State] files the			
statement of resignation;			
(2) when a record			
designating a new agent for			
service of process is delivered to			
the [Secretary of State] for filing			
on behalf of the limited liability			
company and becomes effective.			
SECTION 116. SERVICE OF	SECTION 117. SERVICE OF		Hub, [Part] 4
PROCESS.	PROCESS.		
(a) An agent for service of process	(a) An agent for service of		
appointed by a limited liability	process appointed by a limited		
company or foreign limited	partnership or foreign limited		
liability company is an agent of	partnership is an agent of the		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
the company for service of any	limited partnership or foreign		
process, notice, or demand	limited partnership for service of		
required or permitted by law to	any process, notice, or demand		
be served on the company.	required or permitted by law to		
(b) If a limited liability company or	be served upon the limited		
foreign limited liability company	partnership or foreign limited		
does not appoint or maintain an	partnership.		
agent for service of process in this	(b) If a limited partnership or		
state or the agent for service of	foreign limited partnership does		
process cannot with reasonable	not appoint or maintain an agent		
diligence be found at the agent's	for service of process in this State		
street address, the [Secretary of	or the agent for service of process		
State] is an agent of the company	cannot with reasonable diligence		
upon whom process, notice, or	be found at the agent's address,		
demand may be served.	the [Secretary of State] is an		
(c) Service of any process, notice,	agent of the limited partnership		
or demand on the [Secretary of	or foreign limited partnership		
State] as agent for a limited	upon whom process, notice, or		
liability company or foreign	demand may be served.		
limited liability company may be	(c) Service of any process, notice,		
made by delivering to the	or demand on the [Secretary of		
[Secretary of State] duplicate	State] may be made by delivering		
copies of the process, notice, or	to and leaving with the [Secretary		
demand. If a process, notice, or	of State] duplicate copies of the		
demand is served on the	process, notice, or demand. If a		
[Secretary of State], the	process, notice, or demand is		
[Secretary of State] shall forward	served on the [Secretary of State],		
one of the copies by registered or	the [Secretary of State] shall		
certified mail, return receipt	forward one of the copies by		
requested, to the company at its	registered or certified mail, return		
designated office.	receipt requested, to the limited		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commonts
Company Act (2006)	(2001)	(1997)	Comments
(d) Service is effected under	partnership or foreign limited		
subsection (c) at the earliest of:	partnership at its designated		
(1) the date the limited	office.		
liability company or foreign	(d) Service is effected under		
limited liability company receives	subsection (c) at the earliest of:		
the process, notice, or demand;	(1) the date the limited		
(2) the date shown on the	partnership or foreign limited		
return receipt, if signed on behalf	partnership receives the process,		
of the company; or	notice, or demand;		
(3) five days after the	(2) the date shown on the		
process, notice, or demand is	return receipt, if signed on behalf		
deposited with the United States	of the limited partnership or		
Postal Service, if correctly	foreign limited partnership; or		
addressed and with sufficient	(3) five days after the		
postage.	process, notice, or demand is		
(e) The [Secretary of State] shall	deposited in the mail, if mailed		
keep a record of each process,	postpaid and correctly addressed.		
notice, and demand served	(e) The [Secretary of State] shall		
pursuant to this section and	keep a record of each process,		
record the time of, and the action	notice, and demand served		
taken regarding, the service.	pursuant to this section and		
(f) This section does not affect the	record the time of, and the action		
right to serve process, notice, or	taken regarding, the service.		
demand in any other manner	(f) This section does not affect		
provided by law.	the right to serve process, notice,		
	or demand in any other manner		
	provided by law.		
	SECTION 118. CONSENT AND		Consent/Proxy – Category I
	PROXIES OF PARTNERS.		
	Action requiring the consent of		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commente
Company Act (2006)	(2001)	(1997)	Comments
	partners under this [Act] may be		
	taken without a meeting, and a		
	partner may appoint a proxy to		
	consent or otherwise act for the		
	partner by signing an		
	appointment record, either		
	personally or by the partner's		
	attorney in fact.		
[ARTICLE] 2	[ARTICLE] 2 FORMATION;	[ARTICLE] 2 NATURE OF	
FORMATION; CERTIFICATE OF	CERTIFICATE OFLIMITED	PARTNERSHIP	
ORGANIZATION AND OTHER	PARTNERSHIP AND OTHER		
FILINGS	FILINGS		
SECTION 201. FORMATION OF	SECTION 201. FORMATION OF	SECTION 202. FORMATION OF	Formation – LLC and LP is
LIMITED LIABILITY COMPANY;	LIMITED PARTNERSHIP;	PARTNERSHIP.	Category I; GP provision is
CERTIFICATE OF ORGANIZATION.	CERTIFICATE OF LIMITED		probably Category III; Statement
	PARTNERSHIP.	(a) Except as otherwise provided	of Qualification, RUPA sec. 1001,
(a) One or more persons may act		in subsection (b), the association	is not analogous b/c that
as organizers to form a limited	(a) In order for a limited	of two or more persons to carry	Statement does not form an
liability company by signing and	partnership to be formed, a	on as co-owners a business for	entity. Language in RUPA § 1001
delivering to the [Secretary of	certificate of limited partnership	profit forms a partnership,	should be conformed to the filing
State] for filing a certificate of	must be delivered to the	whether or not the persons	requirements of the HUB, [Part
organization.	[Secretary of State] for filing. The	intend to form a partnership.]
(b) A certificate of organization	certificate must state:	(b) An association formed under	
must state:	(1) the name of the	a statute other than this [Act], a	
(1) the name of the	limited partnership, which must	predecessor statute, or a	
limited liability company, which	comply with Section 108;	comparable statute of another	
must comply with Section 108;	(2) the street and mailing	jurisdiction is not a partnership	
(2) the street and mailing	address of the initial designated	under this [Act].	
addresses of the initial designated	office and the name and street	(c) In determining whether a	
office and the name and street	and mailing address of the initial	partnership is formed, the	
and mailing addresses of the	agent for service of process;	following rules apply:	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
initial agent for service of process	(3) the name and the	Joint tenancy, tenancy	
of the company; and	street and mailing address of each	in common, tenancy by the	
(3) if the company will	general partner;	entireties, joint property,	
have no members when the	(4) whether the limited	common property, or part	
[Secretary of State] files the	partnership is a limited liability	ownership does not by itself	
certificate, a statement to that	limited partnership; and	establish a partnership, even if	
effect.	(5) any additional	the co-owners share profits made	
(c) Subject to Section 112(c), a	information required by [Article]	by the use of the property.	
certificate of organization may	11.	(2) The sharing of gross	
also contain statements as to	(b) A certificate of limited	returns does not by itself	
matters other than those required	partnership may also contain any	establish a partnership, even if	
by subsection (b). However, a	other matters but may not vary or	the persons sharing them have a	
statement in a certificate of	otherwise affect the provisions	joint or common right or interest	
organization is not effective as a	specified in Section 110(b) in a	in property from which the	
statement of authority.	manner inconsistent with that	returns are derived.	
(d) Unless the filed certificate of	section.	(3) A person who	
organization contains the	(c) If there has been substantial	receives a share of the profits of a	
statement as provided in	compliance with subsection (a),	business is presumed to be a	
subsection (b)(3), the following	subject to Section 206(c) a limited	partner in the business, unless the	
rules apply:	partnership is formed when the	profits were received in payment:	
(1) A limited liability	[Secretary of State] files the	(i) of a debt by	
company is formed when the	certificate of limited partnership.	installments or otherwise;	
[Secretary of State] has filed the	(d) Subject to subsection (b), if	(ii) for services as	
certificate of organization and the	any provision of a partnership	an independent contractor or of	
company has at least one	agreement is inconsistent with	wages or other compensation to	
member, unless the certificate	the filed certificate of limited	an employee;	
states a delayed effective date	partnership or with a filed	(iii) of rent;	
pursuant to Section 205(c).	statement of dissociation,	(iv) of an annuity	
(2) If the certificate states	termination, or change or filed	or other retirement or health	
a delayed effective date, a limited	articles of conversion or merger:	benefit to a beneficiary,	
liability company is not formed if,	(1) the partnership	representative, or designee of a	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
before the certificate takes effect,	agreement prevails as to partners	deceased or retired partner;	
a statement of cancellation is	and transferees; and	(v) of interest or	
signed and delivered to the	(2) the filed certificate of	other charge on a loan, even if the	
[Secretary of State] for filing and	limited partnership, statement of	amount of payment varies with	
the [Secretary of State] files the	dissociation, termination, or	the profits of the business,	
certificate.	change or articles of conversion	including a direct or indirect	
(3) Subject to any delayed	or merger prevail as to persons,	present or future ownership of	
effective date and except in a	other than partners and	the collateral, or rights to income,	
proceeding by this state to	transferees, that reasonably rely	proceeds, or increase in value	
dissolve a limited liability	on the filed record to their	derived from the collateral; or	
company, the filing of the	detriment.	(vi) for the sale of	
certificate of organization by the		the goodwill of a business or	
[Secretary of State] is conclusive		other property by installments or	
proof that the organizer satisfied		otherwise.	
all conditions to the formation of			
a limited liability company.		[ARTICLE] 10 LIMITED LIABILITY	
(e) If a filed certificate of		PARTNERSHIP	
organization contains a statement			
as provided in subsection (b)(3),		SECTION 1001. STATEMENT OF	
the following rules apply:		QUALIFICATION.	
(1) The certificate lapses			
and is void unless, within [90]		(a) A partnership may become a	
days from the date the [Secretary		limited liability partnership	
of State] files the certificate, an		pursuant to this section.	
organizer signs and delivers to the		(b) The terms and conditions on	
[Secretary of State] for filing a		which a partnership becomes a	
notice stating:		limited liability partnership must	
(A) that the		be approved by the vote	
limited liability company has at		necessary to amend the	
least one member; and		partnership agreement except, in	
(B) the date on		the case of a partnership	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
which a person or persons		agreement that expressly	
became the company's initial		considers obligations to	
member or members.		contribute to the partnership, the	
(2) If an organizer		vote necessary to amend those	
complies with paragraph (1), a		provisions.	
limited liability company is		(c) After the approval required by	
deemed formed as of the date of		subsection (b), a partnership may	
initial membership stated in the		become a limited liability	
notice delivered pursuant to		partnership by filing a statement	
paragraph (1).		of qualification. The statement	
(3) Except in a proceeding		must contain:	
by this state to dissolve a limited		(1) the name of the	
liability company, the filing of the		partnership;	
notice described in paragraph (1)		(2) the street address of	
by the [Secretary of State] is		the partnership's chief executive	
conclusive proof that the		office and, if different, the street	
organizer satisfied all conditions		address of an office in this State,	
to the formation of a limited		if any;	
liability company.		(3) if the partnership does	
		not have an office in this State,	
		the name and street address of	
		the partnership's agent for service	
		of process;	
		(4) a statement that the	
		partnership elects to be a limited	
		liability partnership; and	
		(5) a deferred effective	
		date, if any.	
		(d) The agent of a limited liability	
		partnership for service of process	
		must be an individual who is a	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
		resident of this State or other	
		person authorized to do business	
		in this State.	
		(e) The status of a partnership as	
		a limited liability partnership is	
		effective on the later of the filing	
		of the statement or a date	
		specified in the statement. The	
		status remains effective,	
		regardless of changes in the	
		partnership, until it is canceled	
		pursuant to Section 105(d) or	
		revoked pursuant to Section	
		1003.	
		(f) The status of a partnership as	
		a limited liability partnership and	
		the liability of its partners is not	
		affected by errors or later	
		changes in the information	
		required to be contained in the	
		statement of qualification under	
		subsection (c).	
		(g) The filing of a statement of	
		qualification establishes that a	
		partnership has satisfied all	
		conditions precedent to the	
		qualification of the partnership as	
		a limited liability partnership.	
		(h) An amendment or	
		cancellation of a statement of	
		qualification is effective when it is	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
		filed or on a deferred effective	
		date specified in the amendment	
		or cancellation.	
		SECTION 203. PARTNERSHIP PROPERTY.	Entity property – Category III. Note that RUPA also addresses this issue in sec. 501.
		Property acquired by a	
		partnership is property of the partnership and not of the partners individually.	SECTION 501. PARTNER NOT CO- OWNER OF PARTNERSHIP PROPERTY.
			A partner is not a co-owner of partnership property and has no interest in partnership property which can be transferred, either voluntarily or involuntarily.
		SECTION 204. WHEN PROPERTY	Entity property – Category III
		IS PARTNERSHIP PROPERTY.	Littly property – category in
		(a) Property is partnership	
		property if acquired in the name of:	
		(1) the partnership; or (2) one or more partners	
		with an indication in the	
		instrument transferring title to	
		the property of the person's	
		capacity as a partner or of the	
		existence of a partnership but	
		without an indication of the name	
		of the partnership.	
		(b) Property is acquired in the	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
		name of the partnership by a	
		transfer to:	
		(1) the partnership in its	
		name; or	
		(2) one or more partners	
		in their capacity as partners in the	
		partnership, if the name of the	
		partnership is indicated in the	
		instrument transferring title to	
		the property.	
		(c) Property is presumed to be	
		partnership property if purchased	
		with partnership assets, even if	
		not acquired in the name of the	
		partnership or of one or more	
		partners with an indication in the	
		instrument transferring title to	
		the property of the person's	
		capacity as a partner or of the	
		existence of a partnership.	
		(d) Property acquired in the	
		name of one or more of the	
		partners, without an indication in	
		the instrument transferring title	
		to the property of the person's	
		capacity as a partner or of the	
		existence of a partnership and	
		without use of partnership assets,	
		is presumed to be separate	
		property, even if used for	
		partnership purposes.	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
SECTION 202. AMENDMENT OR	SECTION 202. AMENDMENT OR	(1997)	Category I for LP and LLC, as to
RESTATEMENT OF CERTIFICATE	RESTATEMENT OF CERTIFICATE.		form.
OF ORGANIZATION.	RESTRICTION OF CERTIFICATE.		
	(a) In order to amend its		
(a) A certificate of organization	certificate of limited partnership,		
may be amended or restated at	a limited partnership must deliver		
any time.	to the [Secretary of State] for		
(b) To amend its certificate of	filing an amendment or, pursuant		
organization, a limited liability	to [Article] 11, articles of merger		
company must deliver to the	stating:		
[Secretary of State] for filing an	(1) the name of the		
amendment stating:	limited partnership;		
(1) the name of the	(2) the date of filing of its		
company;	initial certificate; and		
(2) the date of filing of its	(3) the changes the		
certificate of organization; and	amendment makes to the		
(3) the changes the	certificate as most recently		
amendment makes to the	amended or restated.		
certificate as most recently	(b) A limited partnership shall		
amended or restated.	promptly deliver to the [Secretary		
(c) To restate its certificate of	of State] for filing an amendment		
organization, a limited liability	to a certificate of limited		
company must deliver to the	partnership to reflect:		
[Secretary of State] for filing a	(1) the admission of a		
restatement, designated as such	new general partner;		
in its heading, stating:	(2) the dissociation of a		
(1) in the heading or an	person as a general partner; or		
introductory paragraph, the	(3) the appointment of a		
company's present name and the	person to wind up the limited		
date of the filing of the company's	partnership's activities under		
initial certificate of organization;	Section 803(c) or (d).		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
(2) if the company's name	(c) A general partner that knows		
has been changed at any time	that any information in a filed		
since the company's formation,	certificate of limited partnership		
each of the company's former	was false when the certificate was		
names; and	filed or has become false due to		
(3) the changes the	changed circumstances shall		
restatement makes to the	promptly:		
certificate as most recently	(1) cause the certificate to		
amended or restated.	be amended; or		
(d) Subject to Sections 112(c) and	(2) if appropriate, deliver		
205(c), an amendment to or	to the [Secretary of State] for		
restatement of a certificate of	filing a statement of change		
organization is effective when	pursuant to Section 115 or a		
filed by the [Secretary of State].	statement of correction pursuant		
(e) If a member of a member-	to Section 207.		
managed limited liability	(d) A certificate of limited		
company, or a manager of a	partnership may be amended at		
manager-managed limited liability	any time for any other proper		
company, knows that any	purpose as determined by the		
information in a filed certificate of	limited partnership.		
organization was inaccurate when	(e) A restated certificate of		
the certificate was filed or has	limited partnership may be		
become inaccurate owing to	delivered to the [Secretary of		
changed circumstances, the	State] for filing in the same		
member or manager shall	manner as an amendment.		
promptly:	(f) Subject to Section 206(c), an		
(1) cause the certificate to	amendment or restated		
be amended; or	certificate is effective when filed		
(2) if appropriate, deliver	by the [Secretary of State].		
to the [Secretary of State] for			
filing a statement of change under			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006) Section 114 or a statement of	(2001)	(1997)	
correction under Section 206.			
	SECTION 203. STATEMENT OF		Catagory Luy/r/t LUDA and
Section 702(b)(2)(F) (b) In winding up its activities, a limited liability company:	TERMINATION.	ХХХ	Category I w/r/t ULPA and RULLCA and Category II w/r/t RUPA (and especially RUPA LLP)
	A dissolved limited partnership		
(2) may:	that has completed winding up		RUPA § 1001(h) provides:
	may deliver to the [Secretary of		"An amendment or cancellation
(F) deliver to the	State] for filing a statement of		of a statement of qualification is
[Secretary of State] for filing a	termination that states:		effective when it is filed or on a
statement of termination stating	(1) the name of the limited		deferred effective date specified
the name of the company and	partnership;		in the amendment or
that the company is terminated;	(2) the date of filing of its initial		cancellation." This cancellation
and	certificate of limited partnership;		"merely" ends LLP status and
	and		does not signify that the entity
	(3) any other information as		has ceased to exist (nor even
	determined by the general		dissolved).
	partners filing the statement or by		
	a person appointed pursuant to		
	Section 803(c) or (d).		
SECTION 203. SIGNING OF	SECTION 204. SIGNING OF		Signing of Records – Category I
RECORDS TO BE DELIVERED FOR	RECORDS.		for LP and LLC.
FILING TO [SECRETARY OF			
STATE].	(a) Each record delivered to the		Category II – query whether
(a) A record dolivered to the	[Secretary of State] for filing		RUPA should include express
(a) A record delivered to the	pursuant to this [Act] must be		signing requirements for its
[Secretary of State] for filing	signed in the following manner:		various statements (listed under
pursuant to this [act] must be	(1) An initial certificate of limited partnership must be		RUPA, sec. 101(13).
signed as follows:	signed by all general partners		
(1) Except as otherwise	listed in the certificate.		
provided in paragraphs (2)	iisteu iii the certificate.		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
through (4), a record signed on	(2) An amendment adding		HUB, [Part] 2 appears to defer to
behalf of a limited liability	or deleting a statement that the		the various organic statutes (i.e.,
company must be signed by a	limited partnership is a limited		the spokes to the hub)
person authorized by the	liability limited partnership must		
company.	be signed by all general partners		Query whether HUB, [Part 2]
(2) A limited liability	listed in the certificate.		usage, which alternatives
company's initial certificate of	(3) An amendment		between "received" and
organization must be signed by at	designating as general partner a		"delivered for filing" requires
least one person acting as an	person admitted under Section		parallel changes in spoke statute
organizer.	801(3)(B) following the		language (or perhaps some
(3) A notice under Section	dissociation of a limited		technical revision to the HUB
201(e)(1) must be signed by an	partnership's last general partner		usage).
organizer.	must be signed by that person.		
(4) A record filed on	(4) An amendment		
behalf of a dissolved limited	required by Section 803(c)		
liability company that has no	following the appointment of a		
members must be signed by the	person to wind up the dissolved		
person winding up the company's	limited partnership's activities		
activities under Section 702(c) or	must be signed by that person.		
a person appointed under Section	(5) Any other amendment		
702(d) to wind up those activities.	must be signed by:		
(5) A statement of	(A) at least one		
cancellation under Section	general partner listed in the		
201(d)(2) must be signed by each	certificate;		
organizer that signed the initial	(B) each other		
certificate of organization, but a	person designated in the		
personal representative of a	amendment as a new general		
deceased or incompetent	partner; and		
organizer may sign in the place of	(C) each person		
the decedent or incompetent.	that the amendment indicates has		
(6) A statement of denial	dissociated as a general partner,		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
by a person under Section 303	unless:		
must be signed by that person.	(i) the		
(7) Any other record must	person is deceased or a guardian		
be signed by the person on whose	or general conservator has been		
behalf the record is delivered to	appointed for the person and the		
the [Secretary of State].	amendment so states; or		
(b) Any record filed under this	(ii) the		
[act] may be signed by an agent.	person has previously delivered to		
	the [Secretary of State] for filing a		
	statement of dissociation.		
	(6) A restated certificate		
	of limited partnership must be		
	signed by at least one general		
	partner listed in the certificate,		
	and, to the extent the restated		
	certificate effects a change under		
	any other paragraph of this		
	subsection, the certificate must		
	be signed in a manner that		
	satisfies that paragraph.		
	(7) A statement of		
	termination must be signed by all		
	general partners listed in the		
	certificate or, if the certificate of a		
	dissolved limited partnership lists		
	no general partners, by the		
	person appointed pursuant to		
	Section 803(c) or (d) to wind up		
	the dissolved limited		
	partnership's activities.		
	(8) Articles of conversion		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
	must be signed by each general		
	partner listed in the certificate of		
	limited partnership.		
	(9) Articles of merger		
	must be signed as provided in		
	Section 1108(a).		
	(10) Any other record		
	delivered on behalf of a limited		
	partnership to the [Secretary of		
	State] for filing must be signed by		
	at least one general partner listed		
	in the certificate.		
	(11) A statement by a		
	person pursuant to Section		
	605(a)(4) stating that the person		
	has dissociated as a general		
	partner must be signed by that		
	person.		
	(12) A statement of		
	withdrawal by a person pursuant		
	to Section 306 must be signed by		
	that person.		
	(13) A record delivered on		
	behalf of a foreign limited		
	partnership to the [Secretary of		
	State] for filing must be signed by		
	at least one general partner of the		
	foreign limited partnership.		
	(14) Any other record		
	delivered on behalf of any person		
	to the [Secretary of State] for		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commente
Company Act (2006)	(2001)	(1997)	Comments
	filing must be signed by that		
	person.		
	(b) Any person may sign by an		
	attorney in fact any record to be		
	filed pursuant to this [Act].		
SECTION 204. SIGNING AND	SECTION 205. SIGNING AND		Signing/Filing via Court –
FILING PURSUANT TO JUDICIAL	FILING PURSUANT TO JUDICIAL		Category I for LP and LLC
ORDER.	ORDER.		
			Category II – query whether this
(a) If a person required by this	(a) If a person required by this		provision should be in RUPA;
[act] to sign a record or deliver a	[Act] to sign a record or deliver a		query also whether this
record to the [Secretary of State]	record to the [Secretary of State]		provision belongs in the HUB
for filing under [this act] does not	for filing does not do so, any		
do so, any other person that is	other person that is aggrieved		
aggrieved may petition the	may petition the [appropriate		
[appropriate court] to order:	court] to order:		
(1) the person to sign the	(1) the person to sign the		
record;	record;		
(2) the person to deliver	(2) deliver the record to		
the record to the [Secretary of	the [Secretary of State] for filing;		
State] for filing; or	or		
(3) the [Secretary of	(3) the [Secretary of		
State] to file the record unsigned.	State] to file the record unsigned.		
(b) If a petitioner under	(b) If the person aggrieved under		
subsection (a) is not the limited	subsection (a) is not the limited		
liability company or foreign	partnership or foreign limited		
limited liability company to which	partnership to which the record		
the record pertains, the petitioner	pertains, the aggrieved person		
shall make the company a party	shall make the limited partnership		
to the action.	or foreign limited partnership a		
	party to the action. A person		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001) aggrieved under subsection (a)	(1997)	
	may seek the remedies provided		
	in subsection (a) in the same		
	action in combination or in the		
	alternative.		
	(c) A record filed unsigned		
	pursuant to this section is		
	effective without being signed.		
SECTION 205. DELIVERY TO AND	SECTION 206. DELIVERY TO AND		in HUB, [Part] 2
FILING OF RECORDS BY	FILING OF RECORDS BY		III 1100, [Fait] 2
[SECRETARY OF STATE];	[SECRETARY OF STATE];		
EFFECTIVE TIME AND DATE.	EFFECTIVE TIME AND DATE.		
LIFECTIVE TIME AND DATE.	LIFECTIVE TIME AND DATE.		
(a) A record authorized or	(a) A record authorized or		
required to be delivered to the	required to be delivered to the		
[Secretary of State] for filing	[Secretary of State] for filing		
under this [act] must be	under this [Act] must be		
captioned to describe the record's	captioned to describe the record's		
purpose, be in a medium	purpose, be in a medium		
permitted by the [Secretary of	permitted by the [Secretary of		
State], and be delivered to the	State], and be delivered to the		
[Secretary of State]. If the filing	[Secretary of State]. Unless the		
fees have been paid, unless the	[Secretary of State] determines		
[Secretary of State] determines	that a record does not comply		
that a record does not comply	with the filing requirements of		
with the filing requirements of	this [Act], and if all filing fees have		
this [act], the [Secretary of State]	been paid, the [Secretary of State]		
shall file the record and:	shall file the record and:		
(1) for a statement of	(1) for a statement of		
denial under Section 303, send a	dissociation, send:		
copy of the filed statement and a	(A) a copy of the filed		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
receipt for the fees to the person	statement and a receipt for the		
on whose behalf the statement	fees to the person which the		
was delivered for filing and to the	statement indicates has		
limited liability company; and	dissociated as a general partner;		
(2) for all other records,	and		
send a copy of the filed record	(B) a copy of the filed		
and a receipt for the fees to the	statement and receipt to the		
person on whose behalf the	limited partnership;		
record was filed.	(2) for a statement of		
(b) Upon request and payment of	withdrawal, send:		
the requisite fee, the [Secretary of	(A) a copy of the filed		
State] shall send to the requester	statement and a receipt for the		
a certified copy of a requested	fees to the person on whose		
record.	behalf the record was filed; and		
(c) Except as otherwise provided	(B) if the statement refers		
in Sections 115 and 206 and	to an existing limited partnership,		
except for a certificate of	a copy of the filed statement and		
organization that contains a	receipt to the limited partnership;		
statement as provided in Section	and		
201(b)(3), a record delivered to	(3) for all other records, send		
the [Secretary of State] for filing	a copy of the filed record and a		
under this [act] may specify an	receipt for the fees to the person		
effective time and a delayed	on whose behalf the record was		
effective date. Subject to	filed.		
Sections 115, 201(d)(1), and 206,	(b) Upon request and payment of		
a record filed by the [Secretary of	a fee, the [Secretary of State] shall		
State] is effective:	send to the requester a certified		
(1) if the record does not	copy of the requested record.		
specify either an effective time or	(c) Except as otherwise provided		
a delayed effective date, on the	in Sections 116 and 207, a record		
date and at the time the record is	delivered to the [Secretary of		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
filed as evidenced by the	State] for filing under this [Act]		
[Secretary of State's]	may specify an effective time and		
endorsement of the date and	a delayed effective date. Except		
time on the record;	as otherwise provided in this		
(2) if the record specifies	[Act], a record filed by the		
an effective time but not a	[Secretary of State] is effective:		
delayed effective date, on the	(1) if the record does not		
date the record is filed at the time	specify an effective time and does		
specified in the record;	not specify a delayed effective		
(3) if the record specifies	date, on the date and at the time		
a delayed effective date but not	the record is filed as evidenced by		
an effective time, at 12:01 a.m. on	the [Secretary of State's]		
the earlier of:	endorsement of the date and		
(A) the specified	time on the record;		
date; or	(2) if the record specifies an		
(B) the 90th day	effective time but not a delayed		
after the record is filed; or	effective date, on the date the		
(4) if the record specifies	record is filed at the time		
an effective time and a delayed	specified in the record;		
effective date, at the specified	(3) if the record specifies a		
time on the earlier of:	delayed effective date but not an		
(A) the specified	effective time, at 12:01 a.m. on		
date; or	the earlier of:		
(B) the 90th day	(A) the specified date; or		
after the record is filed.	(B) the 90th day after the		
	record is filed; or		
	(4) if the record specifies an		
	effective time and a delayed		
	effective date, at the specified		
	time on the earlier of:		
	(A) the specified date; or		

Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
(B) the 90th day after the record is filed.		
SECTION 207. CORRECTING FILED RECORD.		in HUB, [Part] 2
 (a) A limited partnership or foreign limited partnership may deliver to the [Secretary of State] for filing a statement of correction to correct a record previously delivered by the limited partnership or foreign limited partnership to the [Secretary of State] and filed by the [Secretary of State] and filed by the [Secretary of State], if at the time of filing the record contained false or erroneous information or was defectively signed. (b) A statement of correction may not state a delayed effective date and must: (1) describe the record to be corrected, including its filing date, or attach a copy of the record as filed; (2) specify the incorrect information and the reason it is incorrect or the manner in which the signing was defective; and 		
(action of the second s	(B) the 90th day after the ecord is filed. ECTION 207. CORRECTING FILED ECORD. (b) A limited partnership or preign limited partnership may eliver to the [Secretary of State] or filing a statement of prection to correct a record reviously delivered by the mited partnership or foreign mited partnership to the secretary of State] and filed by the [Secretary of State], if at the me of filing the record contained alse or erroneous information or as defectively signed. (b) A statement of correction hay not state a delayed effective ate and must: (1) describe the record to e corrected, including its filing ate, or attach a copy of the ecord as filed; (2) specify the incorrect formation and the reason it is correct or the manner in which	 (B) the 90th day after the ecord is filed. ECTION 207. CORRECTING FILED ECORD. a) A limited partnership or oreign limited partnership may eliver to the [Secretary of State] or filing a statement of orrection to correct a record reviously delivered by the mited partnership or foreign mited partnership or foreign mited partnership to the eccretary of State] and filed by the [Secretary of State], if at the me of filing the record contained alse or erroneous information or tas defectively signed. b) A statement of correction to correct the record to e corrected, including its filing ate, or attach a copy of the ecord as filed; (2) specify the incorrect formation and the reason it is is correct or the manner in which the signing was defective; and

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
signature or inaccurate	information or defective		
information.	signature.		
(c) When filed by the [Secretary of	(c) When filed by the [Secretary		
State], a statement of correction	of State], a statement of		
under subsection (a) is effective	correction is effective		
retroactively as of the effective	retroactively as of the effective		
date of the record the statement	date of the record the statement		
corrects, but the statement is	corrects, but the statement is		
effective when filed:	effective when filed:		
(1) for the purposes of	(1) for the purposes of		
Section 103(d); and	Section 103(c) and (d); and		
(2) as to persons that	as to persons relying		
previously relied on the	on the uncorrected record and		
uncorrected record and would be	adversely affected by the		
adversely affected by the	correction.		
retroactive effect.			
SECTION 207. LIABILITY FOR	SECTION 208. LIABILITY FOR		Category I for LP and LLC
INACCURATE INFORMATION IN	FALSE INFORMATION IN FILED		Category II as to whether to
FILED RECORD.	RECORD.		extend to RUPA filings
(a) If a record delivered to the	(a) If a record delivered to the		Query also whether this
[Secretary of State] for filing	[Secretary of State] for filing		provision might someday migrate
under this [act] and filed by the	under this [Act] and filed by the		to the HUB
[Secretary of State] contains	[Secretary of State] contains false		
inaccurate information, a person	information, a person that suffers		
that suffers a loss by reliance on	loss by reliance on the		
the information may recover	information may recover damages		
damages for the loss from:	for the loss from:		
(1) a person that signed	(1) a person that signed		
the record, or caused another to	the record, or caused another to		
sign it on the person's behalf, and	sign it on the person's behalf, and		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
knew the information to be	knew the information to be false		
inaccurate at the time the record	at the time the record was signed;		
was signed; and	and		
(2) subject to subsection	(2) a general partner that		
(b), a member of a member-	has notice that the information		
managed limited liability company	was false when the record was		
or the manager of a manager-	filed or has become false because		
managed limited liability	of changed circumstances, if the		
company, if:	general partner has notice for a		
(A) the record	reasonably sufficient time before		
was delivered for filing on behalf	the information is relied upon to		
of the company; and	enable the general partner to		
(B) the member	effect an amendment under		
or manager had notice of the	Section 202, file a petition		
inaccuracy for a reasonably	pursuant to Section 205, or		
sufficient time before the	deliver to the [Secretary of State]		
information was relied upon so	for filing a statement of change		
that, before the reliance, the	pursuant to Section 115 or a		
member or manager reasonably	statement of correction pursuant		
could have:	to Section 207.		
(i) effected an	(b) Signing a record authorized or		
amendment under Section 202;	required to be filed under this		
(ii) filed a petition under	[Act] constitutes an affirmation		
Section 204; or	under the penalties of perjury		
(iii) delivered to the	that the facts stated in the record		
[Secretary of State] for filing a	are true.		
statement of change under			
Section 114 or a statement of			
correction under Section 206.			
(b) To the extent that the			
operating agreement of a			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
member-managed limited liability			
company expressly relieves a			
member of responsibility for			
maintaining the accuracy of			
information contained in records			
delivered on behalf of the			
company to the [Secretary of			
State] for filing under this [act]			
and imposes that responsibility on			
one or more other members, the			
liability stated in subsection (a)(2)			
applies to those other members			
and not to the member that the			
operating agreement relieves of			
the responsibility.			
(c) An individual who signs a			
record authorized or required to			
be filed under this [act] affirms			
under penalty of perjury that the			
information stated in the record is			
accurate.			
SECTION 208. CERTIFICATE OF	SECTION 209. CERTIFICATE OF		HUB, 1-208 ("good standing"
EXISTENCE OR AUTHORIZATION.	EXISTENCE OR AUTHORIZATION.		returns)
(a) The [Secretary of State], upon	(a) The [Secretary of State], upon		
request and payment of the	request and payment of the		
requisite fee, shall furnish to any	requisite fee, shall furnish a		
person a certificate of existence	certificate of existence for a		
for a limited liability company if	limited partnership if the records		
the records filed in the [office of	filed in the [office of the Secretary		
the Secretary of State] show that	of State] show that the [Secretary		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
the company has been formed	of State] has filed a certificate of		
under Section 201 and the	limited partnership and has not		
[Secretary of State] has not filed a	filed a statement of termination.		
statement of termination	A certificate of existence must		
pertaining to the company. A	state:		
certificate of existence must	(1) the limited		
state:	partnership's name;		
(1) the company's name;	(2) that it was duly		
(2) that the company was	formed under the laws of this		
duly formed under the laws of	State and the date of formation;		
this state and the date of	(3) whether all fees,		
formation;	taxes, and penalties due to the		
(3) whether all fees,	[Secretary of State] under this		
taxes, and penalties due under	[Act] or other law have been paid;		
this [act] or other law to the	(4) whether the limited		
[Secretary of State] have been	partnership's most recent annual		
paid;	report required by Section 210		
(4) whether the	has been filed by the [Secretary of		
company's most recent annual	State];		
report required by Section 209	(5) whether the		
has been filed by the [Secretary of	[Secretary of State] has		
State];	administratively dissolved the		
(5) whether the	limited partnership;		
[Secretary of State] has	(6) whether the		
administratively dissolved the	limited partnership's certificate of		
company;	limited partnership has been		
(6) whether the company	amended to state that the limited		
has delivered to the [Secretary of	partnership is dissolved;		
State] for filing a statement of	(7) that a statement		
dissolution;	of termination has not been filed		
(7) that a statement of	by the [Secretary of State]; and		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	Comments
termination has not been filed by	(8) other facts of		
the [Secretary of State]; and	record in the [office of the		
(8) other facts of record in	Secretary of State] which may be		
the [office of the Secretary of	requested by the applicant.		
State] which are specified by the	(b) The [Secretary of		
person requesting the certificate.	State], upon request and payment		
(b) The [Secretary of State], upon	of the requisite fee, shall furnish a		
request and payment of the	certificate of authorization for a		
requisite fee, shall furnish to any	foreign limited partnership if the		
person a certificate of	records filed in the [office of the		
authorization for a foreign limited	Secretary of State] show that the		
liability company if the records	[Secretary of State] has filed a		
filed in the [office of the Secretary	certificate of authority, has not		
of State] show that the [Secretary	revoked the certificate of		
of State] has filed a certificate of	authority, and has not filed a		
authority, has not revoked the	notice of cancellation. A		
certificate of authority, and has	certificate of authorization must		
not filed a notice of cancellation.	state:		
A certificate of authorization must	(1) the foreign limited		
state:	partnership's name and any		
(1) the company's name	alternate name adopted under		
and any alternate name adopted	Section 905(a) for use in this		
under Section 805(a) for use in	State;		
this state;	(2) that it is		
(2) that the company is	authorized to transact business in		
authorized to transact business in	this State;		
this state;	(3) whether all fees,		
(3) whether all fees,	taxes, and penalties due to the		
taxes, and penalties due under	[Secretary of State] under this		
this [act] or other law to the	[Act] or other law have been paid;		
[Secretary of State] have been	(4) whether the		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
paid;	foreign limited partnership's most	(1997)	
(4) whether the	recent annual report required by		
company's most recent annual	Section 210 has been filed by the		
report required by Section 209	[Secretary of State];		
has been filed by the [Secretary of	(5) that the [Secretary		
State];	of State] has not revoked its		
(5) that the [Secretary of	certificate of authority and has		
State] has not revoked the	not filed a notice of cancellation;		
company's certificate of authority	and		
and has not filed a notice of	(6) other facts of		
cancellation; and	record in the office of the		
(6) other facts of record in	Secretary of State] which may be		
the [office of the Secretary of	requested by the applicant.		
State] which are specified by the	(c) Subject to any		
person requesting the certificate.	qualification stated in the		
(c) Subject to any qualification	certificate, a certificate of		
stated in the certificate, a	existence or authorization issued		
certificate of existence or	by the [Secretary of State] may be		
certificate of authorization issued	relied upon as conclusive		
by the [Secretary of State] is	evidence that the limited		
conclusive evidence that the	partnership or foreign limited		
limited liability company is in	partnership is in existence or is		
existence or the foreign limited	authorized to transact business in		
liability company is authorized to	this State.		
transact business in this state.			
SECTION 209. ANNUAL REPORT	SECTION 210. ANNUAL REPORT	SECTION 1003. ANNUAL REPORT.	HUB, 1-201
FOR [SECRETARY OF STATE].	FOR [SECRETARY OF STATE].		
		(a) A limited liability partnership,	
(a) Each year, a limited liability	(a) A limited partnership or a	and a foreign limited liability	
company or a foreign limited	foreign limited partnership	partnership authorized to transact	
liability company authorized to	authorized to transact business in	business in this State, shall file an	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
transact business in this state	this State shall deliver to the	annual report in the office of the	
shall deliver to the [Secretary of	[Secretary of State] for filing an	[Secretary of State] which	
State] for filing a report that	annual report that states:	contains:	
states:	(1) the name of the	(1) the name of the	
(1) the name of the	limited partnership or foreign	limited liability partnership and	
company;	limited partnership;	the State or other jurisdiction	
(2) the street and mailing	(2) the street and mailing	under whose laws the foreign	
addresses of the company's	address of its designated office	limited liability partnership is	
designated office and the name	and the name and street and	formed;	
and street and mailing addresses	mailing address of its agent for	(2) the street address of	
of its agent for service of process	service of process in this State;	the partnership's chief executive	
in this state;	(3) in the case of a limited	office and, if different, the street	
(3) the street and mailing	partnership, the street and	address of an office of the	
addresses of its principal office;	mailing address of its principal	partnership in this State, if any;	
and	office; and	and	
(4) in the case of a foreign	(4) in the case of a foreign	(3) if the partnership does	
limited liability company, the	limited partnership, the State or	not have an office in this State,	
state or other jurisdiction under	other jurisdiction under whose	the name and street address of	
whose law the company is formed	law the foreign limited	the partnership's current agent	
and any alternate name adopted	partnership is formed and any	for service of process.	
under Section 805(a).	alternate name adopted under	(b) An annual report must be	
(b) Information in an annual	Section 905(a).	filed between [January 1 and April	
report under this section must be	(b) Information in an annual	1] of each year following the	
current as of the date the report	report must be current as of the	calendar year in which a	
is delivered to the [Secretary of	date the annual report is	partnership files a statement of	
State] for filing.	delivered to the [Secretary of	qualification or a foreign	
(c) The first annual report under	State] for filing.		
	_	partnership becomes authorized	
	- ,		
this section must be delivered to the [Secretary of State] between [January 1 and April 1] of the year following the calendar year in	(c) The first annual report must be delivered to the [Secretary of State] between [January 1 and April 1] of the year following the	to transact business in this State. (c) The [Secretary of State] may revoke the statement of qualification of a partnership that	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
which a limited liability company	calendar year in which a limited	fails to file an annual report when	
was formed or a foreign limited	partnership was formed or a	due or pay the required filing fee.	
liability company was authorized	foreign limited partnership was	To do so, the [Secretary of State]	
to transact business. A report	authorized to transact business.	shall provide the partnership at	
must be delivered to the	An annual report must be	least 60 days' written notice of	
[Secretary of State] between	delivered to the [Secretary of	intent to revoke the statement.	
[January 1 and April 1] of each	State] between [January 1 and	The notice must be mailed to the	
subsequent calendar year.	April 1] of each subsequent	partnership at its chief executive	
(d) If an annual report under this	calendar year.	office set forth in the last filed	
section does not contain the	(d) If an annual report does not	statement of qualification or	
information required in	contain the information required	annual report. The notice must	
subsection (a), the [Secretary of	in subsection (a), the [Secretary of	specify the annual report that has	
State] shall promptly notify the	State] shall promptly notify the	not been filed, the fee that has	
reporting limited liability	reporting limited partnership or	not been paid, and the effective	
company or foreign limited	foreign limited partnership and	date of the revocation. The	
liability company and return the	return the report to it for	revocation is not effective if the	
report to it for correction. If the	correction. If the report is	annual report is filed and the fee	
report is corrected to contain the	corrected to contain the	is paid before the effective date	
information required in	information required in	of the revocation.	
subsection (a) and delivered to	subsection (a) and delivered to	(d) A revocation under subsection	
the [Secretary of State] within 30	the [Secretary of State] within 30	(c) only affects a partnership's	
days after the effective date of	days after the effective date of	status as a limited liability	
the notice, it is timely delivered.	the notice, it is timely delivered.	partnership and is not an event of	
(e) If an annual report under this	(e) If a filed annual report	dissolution of the partnership.	
section contains an address of a	contains an address of a	(e) A partnership whose	
designated office or the name or	designated office or the name or	statement of qualification has	
address of an agent for service of	address of an agent for service of	been revoked may apply to the	
process which differs from the	process which differs from the	[Secretary of State] for	
information shown in the records	information shown in the records	reinstatement within two years	
of the [Secretary of State]	of the [Secretary of State]	after the effective date of the	
immediately before the annual	immediately before the filing, the	revocation. The application must	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
report becomes effective, the	differing information in the	state:	
differing information in the	annual report is considered a	(1) the name of the	
annual report is considered a	statement of change under	partnership and the effective date	
statement of change under	Section 115.	of the revocation; and	
Section 114.		(2) that the ground for	
		revocation either did not exist or	
		has been corrected.	
		(f) A reinstatement under	
		subsection (e) relates back to and	
		takes effect as of the effective	
		date of the revocation, and the	
		partnership's status as a limited	
		liability partnership continues as if	
		the revocation had never	
		occurred.	
[ARTICLE] 3	[ARTICLE] 3 LIMITED PARTNERS	[ARTICLE] 3	
RELATIONS OF MEMBERS AND	[ARTICLE] 4 GENERAL PARTNERS	RELATIONS OF PARTNERS TO	
MANAGERS TO PERSONS	[ARTICLE] 5 CONTRIBUTIONS	PERSONS DEALING WITH	
DEALING WITH LIMITED LIABILITY	AND DISTRIBUTIONS	PARTNERSHIP	
COMPANY			
	[NOTE: Limited partners and		
	general partners have different		
	obligations and duties than do		
	members of LLCs. This chart		
	attempts to line up the roles of		
	limited and general partners in the above listed articles to		
	correspond to the roles the		
	members of LLCs as set out in		
	Articles 3, 4, and 5 of the RULLCA.		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	This being the case, some RULLCA	(1997)	
	sections may be lined up with		
	more than one section of ULPA.]		
SECTION 301. NO AGENCY	SECTION 302. NO RIGHT OR	SECTION 301. PARTNER AGENT	RULLCA rules are Category III, but
POWER OF MEMBER AS	POWER AS LIMITED PARTNER TO	OF PARTNERSHIP. Subject to the	RUPA and ULPA should be
MEMBER.	BIND LIMITED PARTNERSHIP.	effect of a statement of	category I (and should fix the
		partnership authority under	meaning of authority in RUPA
(a) A member is not an agent of a	A limited partner does not have	Section 303:	305)
limited liability company solely by	the right or the power as a limited	(1) Each partner is an	5057
reason of being a member.	partner to act for or bind the	agent of the partnership for the	
(b) A person's status as a member	limited partnership.	purpose of its business. An act of	
does not prevent or restrict law		a partner, including the execution	
other than this [act] from	SECTION 402. GENERAL	of an instrument in the	
imposing liability on a limited	PARTNER AGENT OF LIMITED	partnership name, for apparently	
liability company because of the	PARTNERSHIP.	carrying on in the ordinary course	
person's conduct.		the partnership business or	
	(a) Each general partner	business of the kind carried on by	
	is an agent of the limited	, the partnership binds the	
	partnership for the purposes of its	partnership, unless the partner	
	activities. An act of a general	had no authority to act for the	
	partner, including the signing of a	partnership in the particular	
	record in the partnership's name,	matter and the person with	
	for apparently carrying on in the	whom the partner was dealing	
	ordinary course the limited	knew or had received a	
	partnership's activities or	notification that the partner	
	activities of the kind carried on by	lacked authority.	
	the limited partnership binds the	(2) An act of a partner	
	limited partnership, unless the	which is not apparently for	
	general partner did not have	carrying on in the ordinary course	
	authority to act for the limited	the partnership business or	
	partnership in the particular	business of the kind carried on by	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
	matter and the person with which	the partnership binds the	
	the general partner was dealing	partnership only if the act was	
	knew, had received a notification,	authorized by the other partners.	
	or had notice under Section		
	103(d) that the general partner		
	lacked authority.		
	(b) An act of a general		
	partner which is not apparently		
	for carrying on in the ordinary		
	course the limited partnership's		
	activities or activities of the kind		
	carried on by the limited		
	partnership binds the limited		
	partnership only if the act was		
	actually authorized by all the		
	other partners.		
	SECTION 403. LIMITED	SECTION 305. PARTNERSHIP	RULLCA Category III;* ULPA and
	PARTNERSHIP LIABLE FOR	LIABLE FOR PARTNER'S	RUPA CategoryII I, fixing the
	GENERAL PARTNER'S	ACTIONABLE CONDUCT.	misuse of the word "authority";
	ACTIONABLE CONDUCT.		
		(a) A partnership is liable for loss	*CGB wants discussion as to
	(a) A limited partnership is liable	or injury caused to a person, or	whether RULLCA's approach
	for loss or injury caused to a	for a penalty incurred, as a result	should be carried over to other
	person, or for a penalty incurred,	of a wrongful act or omission, or	Acts
	as a result of a wrongful act or	other actionable conduct, of a	
	omission, or other actionable	partner acting in the ordinary	
	conduct, of a general partner	course of business of the	
	acting in the ordinary course of	partnership or with authority of	
	activities of the limited	the partnership.	
	partnership or with authority of	(b) If, in the course of the	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	the limited partnership.	partnership's business or while	
	(b) If, in the course of the limited	acting with authority of the	
	partnership's activities or while	partnership, a partner receives or	
	acting with authority of the	causes the partnership to receive	
	limited partnership, a general	money or property of a person	
	partner receives or causes the	not a partner, and the money or	
	limited partnership to receive	property is misapplied by a	
	money or property of a person	partner, the partnership is liable	
	not a partner, and the money or	for the loss.	
	property is misapplied by a		
	general partner, the limited		
	partnership is liable for the loss.		
		SECTION 302. TRANSFER OF	Category III – but query whether
		PARTNERSHIP PROPERTY.	should be eliminated and no
			longer necessary
		(a) Partnership property may be	
		transferred as follows:	
		 Subject to the effect of a statement of partnership 	
		authority under Section 303,	
		partnership property held in the	
		name of the partnership may be	
		transferred by an instrument of	
		transfer executed by a partner in	
		the partnership name.	
		(2) Partnership property	
		held in the name of one or more	
		partners with an indication in the	
		instrument transferring the	
		property to them of their capacity	
		as partners or of the existence of	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
		a partnership, but without an	
		indication of the name of the	
		partnership, may be transferred	
		by an instrument of transfer	
		executed by the persons in whose	
		name the property is held.	
		(3) Partnership property	
		held in the name of one or more	
		persons other than the	
		partnership, without an indication	
		in the instrument transferring the	
		property to them of their capacity	
		as partners or of the existence of	
		a partnership, may be transferred	
		by an instrument of transfer	
		executed by the persons in whose	
		name the property is held.	
		(b) A partnership may recover	
		partnership property from a	
		transferee only if it proves that	
		execution of the instrument of	
		initial transfer did not bind the	
		partnership under Section 301	
		and:	
		as to a subsequent	
		transferee who gave value for	
		property transferred under	
		subsection (a)(1) and (2), proves	
		that the subsequent transferee	
		knew or had received a	
		notification that the person who	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commente
Company Act (2006)	(2001)	(1997)	Comments
		executed the instrument of initial	
		transfer lacked authority to bind	
		the partnership; or	
		(2) as to a transferee who	
		gave value for property	
		transferred under subsection	
		(a)(3), proves that the transferee	
		knew or had received a	
		notification that the property was	
		partnership property and that the	
		person who executed the	
		instrument of initial transfer	
		lacked authority to bind the	
		partnership.	
		(c) A partnership may not recover	
		partnership property from a	
		subsequent transferee if the	
		partnership would not have been	
		entitled to recover the property,	
		under subsection (b), from any	
		earlier transferee of the property.	
		(d) If a person holds all of the	
		partners' interests in the	
		partnership, all of the partnership	
		property vests in that person. The	
		person may execute a document	
		in the name of the partnership to	
		evidence vesting of the property	
		in that person and may file or	
		record the document.	
SECTION 302. STATEMENT OF		SECTION 303. STATEMENT OF	Re-ULLCA and RUPA are Category

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
AUTHORITY.		PARTNERSHIP AUTHORITY.	II; language should be
			harmonized, but query whether
(a) A limited liability company		(a) A partnership may file a	RUPA needs statement of
may deliver to the [Secretary of		statement of partnership	authority by position (in addition
State] for filing a statement of		authority, which:	to statement re: partner). If so,
authority. The statement:		(1) must include:	then query whether ULPA needs
(1) must include the name		(i) the name of the	statement of authority of
of the company and the street		partnership;	position (not general partner)
and mailing addresses of its		(ii) the street	
designated office;		address of its chief executive	
(2) with respect to any		office and of one office in this	
position that exists in or with		State, if there is one;	
respect to the company, may		(iii) the names and	
state the authority, or limitations		mailing addresses of all of the	
on the authority, of all persons		partners or of an agent appointed	
holding the position to:		and maintained by the	
(A) execute an		partnership for the purpose of	
instrument transferring real		subsection (b); and	
property held in the name of the		(iv) the names of	
company; or		the partners authorized to	
(B) enter into		execute an instrument	
other transactions on behalf of, or		transferring real property held in	
otherwise act for or bind, the		the name of the partnership; and	
company; and		(2) may state the	
(3) may state the		authority, or limitations on the	
authority, or limitations on the		authority, of some or all of the	
authority, of a specific person to:		partners to enter into other	
(A) execute an		transactions on behalf of the	
instrument transferring real		partnership and any other matter.	
property held in the name of the		(b) If a statement of partnership	
company; or		authority names an agent, the	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	Comments
(B) enter into		agent shall maintain a list of the	
other transactions on behalf of, or		names and mailing addresses of	
otherwise act for or bind, the		all of the partners and make it	
company.		available to any person on	
(b) To amend or cancel a		request for good cause shown.	
statement of authority filed by		(c) If a filed statement of	
the [Secretary of State] under		partnership authority is executed	
Section 205(a), a limited liability		pursuant to Section 105(c) and	
company must deliver to the		states the name of the	
[Secretary of State] for filing an		partnership but does not contain	
amendment or cancellation		all of the other information	
stating:		required by subsection (a), the	
(1) the name of the		statement nevertheless operates	
company;		with respect to a person not a	
(2) the street and mailing		partner as provided in subsections	
addresses of the company's		(d) and (e).	
designated office;		(d) Except as otherwise provided	
(3) the caption of the		in subsection (g), a filed	
statement being amended or		statement of partnership	
canceled and the date the		authority supplements the	
statement being affected became		authority of a partner to enter	
effective; and		into transactions on behalf of the	
(4) the contents of the		partnership as follows:	
amendment or a declaration that		(1) Except for transfers of	
the statement being affected is		real property, a grant of authority	
canceled.		contained in a filed statement of	
(c) A statement of authority		partnership authority is	
affects only the power of a person		conclusive in favor of a person	
to bind a limited liability company		who gives value without	
to persons that are not members.		knowledge to the contrary, so	
(d) Subject to subsection (c) and		long as and to the extent that a	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
Section 103(d) and except as		limitation on that authority is not	
otherwise provided in subsections		then contained in another filed	
(f), (g), and (h), a limitation on the		statement. A filed cancellation of	
authority of a person or a position		a limitation on authority revives	
contained in an effective		the previous grant of authority.	
statement of authority is not by		(2) A grant of authority to	
itself evidence of knowledge or		transfer real property held in the	
notice of the limitation by any		name of the partnership	
person.		contained in a certified copy of a	
(e) Subject to subsection (c), a		filed statement of partnership	
grant of authority not pertaining		authority recorded in the office	
to transfers of real property and		for recording transfers of that real	
contained in an effective		property is conclusive in favor of a	
statement of authority is		person who gives value without	
conclusive in favor of a person		knowledge to the contrary, so	
that gives value in reliance on the		long as and to the extent that a	
grant, except to the extent that		certified copy of a filed statement	
when the person gives value:		containing a limitation on that	
(1) the person has		authority is not then of record in	
knowledge to the contrary;		the office for recording transfers	
(2) the statement has		of that real property. The	
been canceled or restrictively		recording in the office for	
amended under subsection (b); or		recording transfers of that real	
(3) a limitation on the		property of a certified copy of a	
grant is contained in another		filed cancellation of a limitation	
statement of authority that		on authority revives the previous	
became effective after the		grant of authority.	
statement containing the grant		(e) A person not a partner is	
became effective.		deemed to know of a limitation	
(f) Subject to subsection (c), an		on the authority of a partner to	
effective statement of authority		transfer real property held in the	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
that grants authority to transfer		name of the partnership if a	
real property held in the name of		certified copy of the filed	
the limited liability company and		statement containing the	
that is recorded by certified copy		limitation on authority is of record	
in the office for recording		in the office for recording	
transfers of the real property is		transfers of that real property.	
conclusive in favor of a person		(f) Except as otherwise provided	
that gives value in reliance on the		in subsections (d) and (e) and	
grant without knowledge to the		Sections 704 and 805, a person	
contrary, except to the extent		not a partner is not deemed to	
that when the person gives value:		know of a limitation on the	
(1) the statement has		authority of a partner merely	
been canceled or restrictively		because the limitation is	
amended under subsection (b)		contained in a filed statement.	
and a certified copy of the		(g) Unless earlier canceled, a filed	
cancellation or restrictive		statement of partnership	
amendment has been recorded in		authority is canceled by operation	
the office for recording transfers		of law five years after the date on	
of the real property; or		which the statement, or the most	
(2) a limitation on the		recent amendment, was filed with	
grant is contained in another		the [Secretary of State].	
statement of authority that			
became effective after the			
statement containing the grant			
became effective and a certified			
copy of the later-effective			
statement is recorded in the			
office for recording transfers of			
the real property.			
(g) Subject to subsection (c), if a			
certified copy of an effective			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
statement containing a limitation			
on the authority to transfer real			
property held in the name of a			
limited liability company is			
recorded in the office for			
recording transfers of that real			
property, all persons are deemed			
to know of the limitation.			
(h) Subject to subsection (i), an			
effective statement of dissolution			
or termination is a cancellation of			
any filed statement of authority			
for the purposes of subsection (f)			
and is a limitation on authority for			
the purposes of subsection (g).			
(i) After a statement of dissolution			
becomes effective, a limited			
liability company may deliver to			
the [Secretary of State] for filing			
and, if appropriate, may record a			
statement of authority that is			
designated as a post-dissolution			
statement of authority. The			
statement operates as provided in			
subsections (f) and (g).			
(j) Unless earlier canceled, an			
effective statement of authority is			
canceled by operation of law five			
years after the date on which the			
statement, or its most recent			
amendment, becomes effective.			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
This cancellation operates			
without need for any recording			
under subsection (f) or (g).			
(k) An effective statement of			
denial operates as a restrictive			
amendment under this section			
and may be recorded by certified			
copy for the purposes of			
subsection (f)(1).			
SECTION 303. STATEMENT OF		SECTION 304. STATEMENT OF	same approach as with
DENIAL.		DENIAL.	statement of authority
A person named in a filed		A partner or other person named	
statement of authority granting		as a partner in a filed statement	
that person authority may deliver		of partnership authority or in a list	
to the [Secretary of State] for		maintained by an agent pursuant	
filing a statement of denial that:		to Section 303(b) may file a	
(1) provides the name of the		statement of denial stating the	
limited liability company and the		name of the partnership and the	
caption of the statement of		fact that is being denied, which	
authority to which the statement		may include denial of a person's	
of denial pertains; and		authority or status as a partner. A	
(2) denies the grant of authority.		statement of denial is a limitation	
		on authority as provided in	
		Section 303(d) and (e).	
SECTION 304. LIABILITY OF	SECTION 404. GENERAL	SECTION 306. PARTNER'S	Category II – some variation of
MEMBERS AND MANAGERS.	PARTNER'S LIABILITY.	LIABILITY.	topics, but much overlapping
			language
(a) The debts, obligations, or	(a) Except as otherwise provided	(a) Except as otherwise provided	
other liabilities of a limited	in subsections (b) and (c), all	in subsections (b) and (c), all	
liability company, whether arising	general partners are liable jointly	partners are liable jointly and	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
in contract, tort, or otherwise:	and severally for all obligations of	severally for all obligations of the	
(1) are solely the debts,	the limited partnership unless	partnership unless otherwise	
obligations, or other liabilities of	otherwise agreed by the claimant	agreed by the claimant or	
the company; and	or provided by law.	provided by law.	
(2) do not become the	(b) A person that becomes a	(b) A person admitted as a	
debts, obligations, or other	general partner of an existing	partner into an existing	
liabilities of a member or manager	limited partnership is not	partnership is not personally	
solely by reason of the member	personally liable for an obligation	liable for any partnership	
acting as a member or manager	of a limited partnership incurred	obligation incurred before the	
acting as a manager.	before the person became a	person's admission as a partner.	
(b) The failure of a limited liability	general partner.	(c) An obligation of a partnership	
company to observe any	(c) An obligation of a limited	incurred while the partnership is a	
particular formalities relating to	partnership incurred while the	limited liability partnership,	
the exercise of its powers or	limited partnership is a limited	whether arising in contract, tort,	
management of its activities is not	liability limited partnership,	or otherwise, is solely the	
a ground for imposing liability on	whether arising in contract, tort,	obligation of the partnership. A	
the members or managers for the	or otherwise, is solely the	partner is not personally liable,	
debts, obligations, or other	obligation of the limited	directly or indirectly, by way of	
liabilities of the company.	partnership. A general partner is	contribution or otherwise, for	
	not personally liable, directly or	such an obligation solely by	
	indirectly, by way of contribution	reason of being or so acting as a	
	or otherwise, for such an	partner. This subsection applies	
	obligation solely by reason of	notwithstanding anything	
	being or acting as a general	inconsistent in the partnership	
	partner. This subsection applies	agreement that existed	
	despite anything inconsistent in	immediately before the vote	
	the partnership agreement that	required to become a limited	
	existed immediately before the	liability partnership under Section	
	consent required to become a	1001(b).	
	limited liability limited		
	partnership under Section		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	406(b)(2). SECTION 303. NO LIABILITY AS LIMITED PARTNER FOR LIMITED PARTNERSHIP OBLIGATIONS. An obligation of a limited partnership, whether arising in contract, tort, or otherwise, is not the obligation of a limited partner. A limited partner is not personally liable, directly or indirectly, by way of contribution or otherwise, for an obligation of the limited partnership solely by reason of being a limited partner, even if the limited partner participates in the management and control of the limited partnership.		
SECTION 901. DIRECT ACTION BY MEMBER. (a) Subject to subsection (b), a member may maintain a	SECTION 405. ACTIONS BY AND AGAINST PARTNERSHIP AND PARTNERS.	SECTION 307. ACTIONS BY AND AGAINST PARTNERSHIP AND PARTNERS.	As between ULPA and RUPA – Category I; otherwise Category II
direct action against another member, a manager, or the limited liability company to	(a) To the extent not inconsistent with Section 404, a general partner may be joined in an	(a) A partnership may sue and be sued in the name of the partnership.	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
enforce the member's rights and	action against the limited	(b) An action may be brought	
otherwise protect the member's	partnership or named in a	against the partnership and, to the extent not inconsistent with	
interests, including rights and	separate action.		
interests under the operating	(b) A judgment against a limited	Section 306, any or all of the	
agreement or this [act] or arising	partnership is not by itself a	partners in the same action or in	
independently of the membership	judgment against a general	separate actions.	
relationship.	partner. A judgment against a	(c) A judgment against a	
(b) A member maintaining	limited partnership may not be	partnership is not by itself a	
a direct action under this section	satisfied from a general partner's	judgment against a partner. A	
must plead and prove an actual or	assets unless there is also a	judgment against a partnership	
threatened injury that is not	judgment against the general	may not be satisfied from a	
solely the result of an injury	partner.	partner's assets unless there is	
suffered or threatened to be	(c) A judgment creditor of a	also a judgment against the	
suffered by the limited liability	general partner may not levy	partner.	
company.	execution against the assets of	(d) A judgment creditor of a	
	the general partner to satisfy a	partner may not levy execution	
	judgment based on a claim	against the assets of the partner	
	against the limited partnership,	to satisfy a judgment based on a	
	unless the partner is personally	claim against the partnership	
	liable for the claim under Section	unless the partner is personally	
	404 and:	liable for the claim under Section	
	(1) a judgment based on	306 and:	
	the same claim has been obtained	(1) a judgment based on	
	against the limited partnership	the same claim has been obtained	
	and a writ of execution on the	against the partnership and a writ	
	judgment has been returned	of execution on the judgment has	
	unsatisfied in whole or in part;	been returned unsatisfied in	
	(2) the limited	whole or in part;	
	partnership is a debtor in	(2) the partnership is a	
	bankruptcy;	debtor in bankruptcy;	
	(3) the general partner	(3) the partner has agreed	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	6
Company Act (2006)	(2001)	(1997)	Comments
	has agreed that the creditor need	that the creditor need not	
	not exhaust limited partnership	exhaust partnership assets;	
	assets;	(4) a court grants	
	(4) a court grants	permission to the judgment	
	permission to the judgment	creditor to levy execution against	
	creditor to levy execution against	the assets of a partner based on a	
	the assets of a general partner	finding that partnership assets	
	based on a finding that limited	subject to execution are clearly	
	partnership assets subject to	insufficient to satisfy the	
	execution are clearly insufficient	judgment, that exhaustion of	
	to satisfy the judgment, that	partnership assets is excessively	
	exhaustion of limited partnership	burdensome, or that the grant of	
	assets is excessively burdensome,	permission is an appropriate	
	or that the grant of permission is	exercise of the court's equitable	
	an appropriate exercise of the	powers; or	
	court's equitable powers; or	(5) liability is imposed on	
	(5) liability is imposed	the partner by law or contract	
	on the general partner by law or	independent of the existence of	
	contract independent of the	the partnership.	
	existence of the limited	(e) This section applies to any	
	partnership.	partnership liability or obligation	
		resulting from a representation by	
		a partner or purported partner	
		under Section 308.	
	SECTION 306. PERSON		Category III – but query whether
	ERRONEOUSLY BELIEVING SELF		some same shield should be
	TO BE LIMITED PARTNER.		available for person believing self
			partner in LLP, which is only a
	(a) Except as otherwise provided		regular, unshielded general
	in subsection (b), a person that		partnership (and likewise to a
	makes an investment in a		general partner of an ordinary LP

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	
Company Act (2006)	(2001)	(1997)	Comments
	business enterprise and		who thinks the entity is a LLLP)
	erroneously but in good faith		
	believes that the person has		
	become a limited partner in the		
	enterprise is not liable for the		
	enterprise's obligations by reason		
	of making the investment,		
	receiving distributions from the		
	enterprise, or exercising any		
	rights of or appropriate to a		
	limited partner, if, on ascertaining		
	the mistake, the person:		
	(1) causes an appropriate		
	certificate of limited partnership,		
	amendment, or statement of		
	correction to be signed and		
	delivered to the [Secretary of		
	State] for filing; or		
	(2) withdraws from future		
	participation as an owner in the		
	enterprise by signing and		
	delivering to the [Secretary of		
	State] for filing a statement of		
	withdrawal under this section.		
	(b) A person that makes an		
	investment described in		
	subsection (a) is liable to the		
	same extent as a general partner		
	to any third party that enters into		
	a transaction with the enterprise,		
	believing in good faith that the		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
	person is a general partner,		
	before the [Secretary of State]		
	files a statement of withdrawal,		
	certificate of limited partnership,		
	amendment, or statement of		
	correction to show that the		
	person is not a general partner.		
	(c) If a person makes a diligent		
	effort in good faith to comply with		
	subsection (a)(1) and is unable to		
	cause the appropriate certificate		
	of limited partnership,		
	amendment, or statement of		
	correction to be signed and		
	delivered to the [Secretary of		
	State] for filing, the person has		
	the right to withdraw from the		
	enterprise pursuant to subsection		
	(a)(2) even if the withdrawal		
	would otherwise breach an		
	agreement with others that are or		
	have agreed to become co-		
	owners of the enterprise.		
		SECTION 308. LIABILITY OF	Category III
		PURPORTED PARTNER.	
		(a) If a person, by words or	
		conduct, purports to be a partner,	
		or consents to being represented	
		by another as a partner, in a	
		partnership or with one or more	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	6
Company Act (2006)	(2001)	(1997)	Comments
		persons not partners, the	
		purported partner is liable to a	
		person to whom the	
		representation is made, if that	
		person, relying on the	
		representation, enters into a	
		transaction with the actual or	
		purported partnership. If the	
		representation, either by the	
		purported partner or by a person	
		with the purported partner's	
		consent, is made in a public	
		manner, the purported partner is	
		liable to a person who relies upon	
		the purported partnership even if	
		the purported partner is not	
		aware of being held out as a	
		partner to the claimant. If	
		partnership liability results, the	
		purported partner is liable with	
		respect to that liability as if the	
		purported partner were a partner.	
		If no partnership liability results,	
		the purported partner is liable	
		with respect to that liability jointly	
		and severally with any other	
		person consenting to the	
		representation.	
		(b) If a person is thus represented	
		to be a partner in an existing	
		partnership, or with one or more	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
		persons not partners, the	
		purported partner is an agent of	
		persons consenting to the	
		representation to bind them to	
		the same extent and in the same	
		manner as if the purported	
		partner were a partner, with	
		respect to persons who enter into	
		transactions in reliance upon the	
		representation. If all of the	
		partners of the existing	
		partnership consent to the	
		representation, a partnership act	
		or obligation results. If fewer	
		than all of the partners of the	
		existing partnership consent to	
		the representation, the person	
		acting and the partners	
		consenting to the representation	
		are jointly and severally liable.	
		(c) A person is not liable as a	
		partner merely because the	
		person is named by another in a	
		statement of partnership	
		authority.	
		(d) A person does not continue to	
		be liable as a partner merely	
		because of a failure to file a	
		statement of dissociation or to	
		amend a statement of partnership	
		authority to indicate the partner's	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
		dissociation from the partnership.	
		(e) Except as otherwise provided	
		in subsections (a) and (b), persons	
		who are not partners as to each	
		other are not liable as partners to	
		other persons.	
[ARTICLE] 4			
RELATIONS OF MEMBERS TO			
EACH OTHER AND			
TO LIMITED LIABILITY COMPANY		-	
SECTION 401. BECOMING	SECTION 301. BECOMING	SECTION 401. PARTNER'S RIGHTS	Category II (including whether to
MEMBER.	LIMITED PARTNER.	AND DUTIES.	harmonize definitions of
			member/general-limited
(a) If a limited liability company is	A person becomes a limited		partner/partner
to have only one member upon	partner:	(i) A person may become a	
formation, the person becomes a	(1) as provided in the	partner only with the consent of	(note – for later sections – query
member as agreed by that person	partnership agreement;	all of the partners.	whether "dissociated [owner]
and the organizer of the	(2) as the result of a		should be a defined time; and
company. That person and the organizer may be, but need not	conversion or merger under [Article] 11; or		whether [owner] is defined to exclude "[owner] that has
be, different persons. If different,	(3) with the consent of all the		dissociated")
the organizer acts on behalf of the	partners.		uissociateu j
initial member.	partners.		
(b) If a limited liability company is	SECTION 401. BECOMING		
to have more than one member	GENERAL PARTNER. A person		
upon formation, those persons	becomes a general partner:		
become members as agreed by	(1) as provided in the		
the persons before the formation	partnership agreement:		
of the company. The organizer	(2) under Section 801(3)(B)		
acts on behalf of the persons in	following the dissociation of a		
forming the company and may be,	limited partnership's last general		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
but need not be, one of the	partner;		
persons.	(3) as the result of a		
(c) If a filed certificate of	conversion or merger under		
organization contains the	[Article] 11; or		
statement required by Section	(4) with the consent of all the		
201(b)(3), a person becomes an	partners.		
initial member of the limited			
liability company with the consent			
of a majority of the organizers.			
The organizers may consent to			
more than one person			
simultaneously becoming the			
company's initial members.			
(d) After formation of a limited			
liability company, a person			
becomes a member:			
(1) as provided in the			
operating agreement;			
(2) as the result of a			
transaction effective under			
[Article] 10;			
(3) with the consent of all			
the members; or			
(4) if <i>,</i> within 90			
consecutive days after the			
company ceases to have any			
members:			
(A) the last			
person to have been a member,			
or the legal representative of that			
person, designates a person to			

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
become a member; and			
(B) the designated			
person consents to become a			
member.			
(e) A person may become a			
member without acquiring a			
transferable interest and without			
making or being obligated to			
make a contribution to the limited			
liability company.			
SECTION 402. FORM OF	SECTION 501. FORM OF		for RULLCA and ULPA – Category
CONTRIBUTION.	CONTRIBUTION.		I; as to RUPA - Category II
A contribution may consist of	A contribution of a partner may		
tangible or intangible property or	consist of tangible or intangible		
other benefit to a limited liability	property or other benefit to the		
company, including money,	limited partnership, including		
services performed, promissory	money, services performed,		
notes, other agreements to	promissory notes, other		
contribute money or property,	agreements to contribute cash or		
and contracts for services to be	property, and contracts for		
performed.	services to be performed.		
SECTION 403. LIABILITY FOR	SECTION 502. LIABILITY FOR		for RULLCA and ULPA – Category
CONTRIBUTIONS.	CONTRIBUTION.		I; as to RUPA – subsection (a)
			[which protects the other
(a) A person's obligation to make	(a) A partner's obligation to		partners from discharge claims]
a contribution to a limited liability	contribute money or other		may well be Category I; the
company is not excused by the	property or other benefit to, or to		entire section is at least Category
person's death, disability, or other	perform services for, a limited		ll w/r/t LLPs
inability to perform personally. If	partnership is not excused by the		••

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
a person does not make a	partner's death, disability, or		
required contribution, the person	other inability to perform		
or the person's estate is obligated	personally.		
to contribute money equal to the	(b) If a partner does not make a		
value of the part of the	promised non-monetary		
contribution which has not been	contribution, the partner is		
made, at the option of the	obligated at the option of the		
company.	limited partnership to contribute		
(b) A creditor of a limited liability	money equal to that portion of		
company which extends credit or	the value, as stated in the		
otherwise acts in reliance on an	required information, of the		
obligation described in subsection	stated contribution which has not		
(a) may enforce the obligation.	been made.		
	(c) The obligation of a partner to		
	make a contribution or return		
	money or other property paid or		
	distributed in violation of this		
	[Act] may be compromised only		
	by consent of all partners. A		
	creditor of a limited partnership		
	which extends credit or otherwise		
	acts in reliance on an obligation		
	described in subsection (a),		
	without notice of any		
	compromise under this		
	subsection, may enforce the		
	original obligation.		
SECTION 404. SHARING OF AND	SECTION 503. SHARING OF	SECTION 401. PARTNER'S RIGHTS	Category II for all the
RIGHT TO DISTRIBUTIONS	DISTRIBUTIONS.	AND DUTIES.	distribution provisions
BEFORE DISSOLUTION.			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997) (a) Each partner is deemed to	
(a) Any distributions made by a	A distribution by a limited partnership must be shared	have an account that is:	
(a) Any distributions made by a		have an account that is:	
limited liability company before	among the partners on the basis	(1) and its d with an amount	
its dissolution and winding up	of the value, as stated in the	(1) credited with an amount	
must be in equal shares among	required records when the limited	equal to the money plus the value	
members and dissociated	partnership decides to make the	of any other property, net of the	
members, except to the extent	distribution, of the contributions	amount of any liabilities, the	
necessary to comply with any	the limited partnership has	partner contributes to the	
transfer effective under Section	received from each partner.	partnership and the partner's	
502 and any charging order in		share of the partnership profits;	
effect under Section 503.		and	
(b) A person has a right to a			
distribution before the dissolution			
and winding up of a limited	SECTION 507. RIGHT TO	(2) charged with an amount	
liability company only if the	DISTRIBUTION.	equal to the money plus the value	
company decides to make an		of any other property, net of the	
interim distribution. A person's	When a partner or transferee	amount of any liabilities,	
dissociation does not entitle the	becomes entitled to receive a	distributed by the partnership to	
person to a distribution.	distribution, the partner or	the partner and the partner's	
(c) A person does not have a right	transferee has the status of, and	share of the partnership losses.	
to demand or receive a	is entitled to all remedies		
distribution from a limited liability	available to, a creditor of the	(b) Each partner is entitled to an	
company in any form other than	limited partnership with respect	equal share of the partnership	
money. Except as otherwise	to the distribution. However, the	profits and is chargeable with a	
provided in Section 708(c), a	limited partnership's obligation to	share of the partnership losses in	
limited liability company may	make a distribution is subject to	proportion to the partner's share	
distribute an asset in kind if each	offset for any amount owed to	of the profits.	
part of the asset is fungible with	the limited partnership by the		
each other part and each person	partner or dissociated partner on		
receives a percentage of the asset	whose account the distribution is		
equal in value to the person's	made.		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
share of distributions.	· · ·		
(d) If a member or transferee			
becomes entitled to receive a			
distribution, the member or			
transferee has the status of, and			
is entitled to all remedies			
available to, a creditor of the			
limited liability company with			
respect to the distribution.			
	SECTION 504. INTERIM		
	DISTRIBUTIONS.		
	A partner does not have a right to		
	any distribution before the		
	dissolution and winding up of the		
	limited partnership unless the		
	limited partnership decides to		
	make an interim distribution.		
	SECTION 505. NO DISTRIBUTION		
	ON ACCOUNT OF DISSOCIATION.		
	A person does not have a right to		
	receive a distribution on account		
	of dissociation.		
	SECTION 506. DISTRIBUTION IN	SECTION 402. DISTRIBUTIONS IN	
	KIND.	KIND.	
	A partner does not have a right to	A partner has no right to receive,	
	demand or receive any	and may not be required to	
	distribution from a limited	accept, a distribution in kind.	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Common to
Company Act (2006)	(2001)	(1997)	Comments
	partnership in any form other		
	than cash. Subject to Section		
	812(b), a limited partnership may		
	distribute an asset in kind to the		
	extent each partner receives a		
	percentage of the asset equal to		
	the partner's share of		
	distributions.		
SECTION 405. LIMITATIONS ON	SECTION 508. LIMITATIONS ON		Category I –as to ULLCA and
DISTRIBUTION.	DISTRIBUTION.		ULPA;
	DISTRIBUTION.		
(a) A limited liability company	(a) A limited partnership may not		Category II as to LLP
may not make a distribution if	make a distribution in violation of		
after the distribution:	the partnership agreement.		query whether to modernize all
(1) the company would	(b) A limited partnership may not		treatments in light of RMBCA
not be able to pay its debts as	make a distribution if after the		changes
they become due in the ordinary	distribution:		
course of the company's	(1) the limited		
activities; or	partnership would not be able to		
(2) the company's total	pay its debts as they become due		
assets would be less than the sum	in the ordinary course of the		
of its total liabilities plus the	limited partnership's activities; or		
amount that would be needed, if	(2) the limited		
the company were to be	partnership's total assets would		
dissolved, wound up, and	be less than the sum of its total		
terminated at the time of the	liabilities plus the amount that		
distribution, to satisfy the	would be needed, if the limited		
preferential rights upon	partnership were to be dissolved,		
dissolution, winding up, and	wound up, and terminated at the		
termination of members whose	time of the distribution, to satisfy		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
preferential rights are superior to	the preferential rights upon		
those of persons receiving the	dissolution, winding up, and		
distribution.	termination of partners whose		
(b) A limited liability company	preferential rights are superior to		
may base a determination that a	those of persons receiving the		
distribution is not prohibited	distribution.		
under subsection (a) on financial	(c) A limited partnership may		
statements prepared on the basis	base a determination that a		
of accounting practices and	distribution is not prohibited		
principles that are reasonable in	under subsection (b) on financial		
the circumstances or on a fair	statements prepared on the basis		
valuation or other method that is	of accounting practices and		
reasonable under the	principles that are reasonable in		
circumstances.	the circumstances or on a fair		
(c) Except as otherwise provided	valuation or other method that is		
in subsection (f), the effect of a	reasonable in the circumstances.		
distribution under subsection (a)	(d) Except as otherwise provided		
is measured:	in subsection (g), the effect of a		
(1) in the case of a	distribution under subsection (b)		
distribution by purchase,	is measured:		
redemption, or other acquisition	(1) in the case of		
of a transferable interest in the	distribution by purchase,		
company, as of the date money or	redemption, or other acquisition		
other property is transferred or	of a transferable interest in the		
debt incurred by the company;	limited partnership, as of the date		
and	money or other property is		
(2) in all other cases, as of	transferred or debt incurred by		
the date:	the limited partnership; and		
(A) the	(2) in all other cases, as of		
distribution is authorized, if the	the date:		
payment occurs within 120 days	(A) the distribution is		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
after that date; or	authorized, if the payment occurs		
(B) the payment is	within120 days after that date; or		
made, if the payment occurs	(B) the payment is		
more than 120 days after the	made, if payment occurs more		
distribution is authorized.	than120 days after the		
(d) A limited liability company's	distribution is authorized.		
indebtedness to a member	(e) A limited partnership's		
incurred by reason of a	indebtedness to a partner		
distribution made in accordance	incurred by reason of a		
with this section is at parity with	distribution made in accordance		
the company's indebtedness to its	with this section is at parity with		
general, unsecured creditors.	the limited partnership's		
(e) A limited liability company's	indebtedness to its general,		
indebtedness, including	unsecured creditors.		
indebtedness issued in	(f) A limited partnership's		
connection with or as part of a	indebtedness, including		
distribution, is not a liability for	indebtedness issued in		
purposes of subsection (a) if the	connection with or as part of a		
terms of the indebtedness	distribution, is not considered a		
provide that payment of principal	liability for purposes of subsection		
and interest are made only to the	(b) if the terms of the		
extent that a distribution could be	indebtedness provide that		
made to members under this	payment of principal and interest		
section.	are made only to the extent that a		
(f) If indebtedness is issued as a	distribution could then be made		
distribution, each payment of	to partners under this section.		
principal or interest on the	(g) If indebtedness is issued as a		
indebtedness is treated as a	distribution, each payment of		
distribution, the effect of which is	principal or interest on the		
measured on the date the	indebtedness is treated as a		
payment is made.	distribution, the effect of which is		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
(g) In subsection (a),	measured on the date the		
"distribution" does not include	payment is made.		
amounts constituting reasonable			
compensation for present or past			
services or reasonable payments			
made in the ordinary course of			
business under a bona fide			
retirement plan or other benefits			
program.			
SECTION 406. LIABILITY FOR	SECTION 509. LIABILITY FOR		Category I –as to ULLCA and
IMPROPER DISTRIBUTIONS.	IMPROPER DISTRIBUTIONS.		ULPA;
(a) Except as otherwise provided	(a) A general partner that		Category II as to LLP
in subsection (b), if a member of a	consents to a distribution made in		
member-managed limited liability	violation of Section 508 is		query whether to modernize all
company or manager of a	personally liable to the limited		treatments in light of RMBCA
manager-managed limited liability	partnership for the amount of the		changes
company consents to a	distribution which exceeds the		
distribution made in violation of	amount that could have been		
Section 405 and in consenting to	distributed without the violation		
the distribution fails to comply	if it is established that in		
with Section 409, the member or	consenting to the distribution the		
manager is personally liable to the	general partner failed to comply		
company for the amount of the	with Section 408.		
distribution that exceeds the	(b) A partner or transferee that		
amount that could have been	received a distribution knowing		
distributed without the violation	that the distribution to that		
of Section 405.	partner or transferee was made in		
(b) To the extent the operating	violation of Section 508 is		
agreement of a member-managed	personally liable to the limited		
limited liability company expressly	partnership but only to the extent		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
relieves a member of the	that the distribution received by		
authority and responsibility to	the partner or transferee		
consent to distributions and	exceeded the amount that could		
imposes that authority and	have been properly paid under		
responsibility on one or more	Section 508.		
other members, the liability	(c) A general partner against		
stated in subsection (a) applies to	which an action is commenced		
the other members and not the	under subsection (a) may:		
member that the operating	(1) implead in the action		
agreement relieves of authority	any other person that is liable		
and responsibility.	under subsection (a) and compel		
(c) A person that receives a	contribution from the person; and		
distribution knowing that the	(2) implead in the action		
distribution to that person was	any person that received a		
made in violation of Section 405 is	distribution in violation of		
personally liable to the limited	subsection (b) and compel		
liability company but only to the	contribution from the person in		
extent that the distribution	the amount the person received		
received by the person exceeded	in violation of subsection (b).		
the amount that could have been	(d) An action under this section is		
properly paid under Section 405.	barred if it is not commenced		
(d) A person against which an	within two years after the		
action is commenced because the	distribution.		
person is liable under subsection			
(a) may:			
(1) implead any other			
person that is subject to liability			
under subsection (a) and seek to			
compel contribution from the			
person; and			
(2) implead any person			

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
that received a distribution in			
violation of subsection (c) and			
seek to compel contribution from			
the person in the amount the			
person received in violation of			
subsection (c).			
(e) An action under this section is			
barred if not commenced within			
two years after the distribution.			
SECTION 407. MANAGEMENT OF	SECTION 406. MANAGEMENT	SECTION 401. PARTNER'S RIGHTS	Category II;
LIMITED LIABILITY COMPANY.	RIGHTS OF GENERAL PARTNER.	AND DUTIES.	query whether indemnification
			provisions are Category I
(a) A limited liability company is a	(a) Each general partner has		
member-managed limited liability	equal rights in the management	(f) Each partner has equal rights	
company unless the operating	and conduct of the limited	in the management and conduct	
agreement:	partnership's activities. Except as	of the partnership business.	
(1) expressly provides	expressly provided in this [Act],		
that:	any matter relating to the	(j) A difference arising as to a	
(A) the company	activities of the limited	matter in the ordinary course of	
is or will be "manager-managed";	partnership may be exclusively	business of a partnership may be	
(B) the company	decided by the general partner or,	decided by a majority of the	
is or will be "managed by	if there is more than one general	partners. An act outside the	
managers"; or	partner, by a majority of the	ordinary course of business of a	
(C) management	general partners.	partnership and an amendment	
of the company is or will be	(b) The consent of each partner is	to the partnership agreement	
"vested in managers"; or	necessary to:	may be undertaken only with the	
(2) includes words of	(1) amend the partnership	consent of all of the partners.	
similar import.	agreement;		
(b) In a member-managed limited	(2) amend the certificate		
liability company, the following	of limited partnership to add or,		
rules apply:	subject to Section 1110, delete a		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
(1) The management and	statement that the limited		
conduct of the company are	partnership is a limited liability		
vested in the members.	limited partnership; and		
(2) Each member has	(3) sell, lease, exchange,		
equal rights in the management	or otherwise dispose of all, or		
and conduct of the company's	substantially all, of the limited		
activities.	partnership's property, with or		
(3) A difference arising	without the good will, other than		
among members as to a matter in	in the usual and regular course of		
the ordinary course of the	the limited partnership's		
activities of the company may be	activities.		
decided by a majority of the			
members.	(f) A general partner is not		
(4) An act outside the	entitled to remuneration for		
ordinary course of the activities of	services performed for the		
the company may be undertaken	partnership.		
only with the consent of all			
members.			
(5) The operating			
agreement may be amended only			
with the consent of all members.			
(c) In a manager-managed limited			
liability company, the following			
rules apply:			
(1) Except as otherwise			
expressly provided in this [act],			
any matter relating to the			
activities of the company is			
decided exclusively by the			
managers.			
(2) Each manager has			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
equal rights in the management			
and conduct of the activities of			
the company.			
(3) A difference arising			
among managers as to a matter in			
the ordinary course of the			
activities of the company may be			
decided by a majority of the			
managers.			
(4) The consent of all			
members is required to:			
(A) sell, lease,			
exchange, or otherwise dispose of			
all, or substantially all, of the			
company's property, with or			
without the good will, outside the			
ordinary course of the company's			
activities;			
(B) approve a			
merger, conversion, or			
domestication under [Article] 10;			
(C) undertake any			
other act outside the ordinary			
course of the company's			
activities; and			
(D) amend the			
operating agreement.			
(5) A manager may be			
chosen at any time by the consent			
of a majority of the members and			
remains a manager until a			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
successor has been chosen, unless			
the manager at an earlier time			
resigns, is removed, or dies, or, in			
the case of a manager that is not			
an individual, terminates. A			
manager may be removed at any			
time by the consent of a majority			
of the members without notice or			
cause.			
(6) A person need not be			
a member to be a manager, but			
the dissociation of a member that			
is also a manager removes the			
person as a manager. If a person			
that is both a manager and a			
member ceases to be a manager,			
that cessation does not by itself			
dissociate the person as a			
member.			
(7) A person's ceasing to			
be a manager does not discharge			
any debt, obligation, or other			
liability to the limited liability			
company or members which the			
person incurred while a manager.			
(d) An action requiring the			
consent of members under this			
[act] may be taken without a			
meeting, and a member may			
appoint a proxy or other agent to			
consent or otherwise act for the			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
member by signing an appointing			
record, personally or by the			
member's agent.			
(e) The dissolution of a limited			
liability company does not affect			
the applicability of this section.			
However, a person that			
wrongfully causes dissolution of			
the company loses the right to			
participate in management as a			
member and a manager.			
(f) This [act] does not entitle a			
member to remuneration for			
services performed for a member-			
managed limited liability			
company, except for reasonable			
compensation for services			
rendered in winding up the			
activities of the company.			
SECTION 408. INDEMNIFICATION	SECTION 406	SECTION 401	
AND INSURANCE.			
	(c) A limited partnership shall	c) A partnership shall reimburse a	
(a) A limited liability company	reimburse a general partner for	partner for payments made and	
shall reimburse for any payment	payments made and indemnify a	indemnify a partner for liabilities	
made and indemnify for any debt,	general partner for liabilities	incurred by the partner in the	
obligation, or other liability	incurred by the general partner in	ordinary course of the business of	
incurred by a member of a	the ordinary course of the	the partnership or for the	
member-managed company or	activities of the partnership or for	preservation of its business or	
the manager of a manager-	the preservation of its activities or	property.	
managed company in the course	property.	(d) A partnership shall reimburse	
of the member's or manager's	(d) A limited partnership shall	a partner for an advance to the	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
activities on behalf of the	reimburse a general partner for	partnership beyond the amount	
company, if, in making the	an advance to the limited	of capital the partner agreed to	
payment or incurring the debt,	partnership beyond the amount	contribute.	
obligation, or other liability, the	of capital the general partner	(e) A payment or advance made	
member or manager complied	agreed to contribute.	by a partner which gives rise to a	
with the duties stated in Sections	(e) A payment or advance made	partnership obligation under	
405 and 409.	by a general partner which gives	subsection (c) or (d) constitutes a	
(b) A limited liability company	rise to an obligation of the limited	loan to the partnership which	
may purchase and maintain	partnership under subsection (c)	accrues interest from the date of	
insurance on behalf of a member	or (d) constitutes a loan to the	the payment or advance.	
or manager of the company	limited partnership which accrues		
against liability asserted against	interest from the date of the		
or incurred by the member or	payment or advance.		
manager in that capacity or			
arising from that status even if,			
under Section 110(g), the			
operating agreement could not			
eliminate or limit the person's			
liability to the company for the			
conduct giving rise to the liability.			
SECTION 409. STANDARDS OF	SECTION 408. GENERAL	SECTION 404. GENERAL	Category II
CONDUCT FOR MEMBERS AND	STANDARDS OF GENERAL	STANDARDS OF PARTNER'S	
MANAGERS.	PARTNER'S CONDUCT.	CONDUCT.	
(a) A member of a member-	(a) The only fiduciary duties that	(a) The only fiduciary duties a	
managed limited liability company	a general partner has to the	partner owes to the partnership	
owes to the company and, subject	limited partnership and the other	and the other partners are the	
to Section 901(b), the other	partners are the duties of loyalty	duty of loyalty and the duty of	
members the fiduciary duties of	and care under subsections (b)	care set forth in subsections (b)	
loyalty and care stated in	and (c).	and (c).	
subsections (b) and (c).	(b) A general partner's duty of	(b) A partner's duty of loyalty to	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
(b) The duty of loyalty of a	loyalty to the limited partnership	the partnership and the other	
member in a member-managed	and the other partners is limited	partners is limited to the	
limited liability company includes	to the following:	following:	
the duties:	(1) to account to the	(1) to account to the	
(1) to account to the	limited partnership and hold as	partnership and hold as trustee	
company and to hold as trustee	trustee for it any property, profit,	for it any property, profit, or	
for it any property, profit, or	or benefit derived by the general	benefit derived by the partner in	
benefit derived by the member:	partner in the conduct and	the conduct and winding up of the	
(A) in the conduct	winding up of the limited	partnership business or derived	
or winding up of the company's	partnership's activities or derived	from a use by the partner of	
activities;	from a use by the general partner	partnership property, including	
(B) from a use by	of limited partnership property,	the appropriation of a partnership	
the member of the company's	including the appropriation of a	opportunity;	
property; or	limited partnership opportunity;	(2) to refrain from dealing	
(C) from the	(2) to refrain from dealing	with the partnership in the	
appropriation of a limited liability	with the limited partnership in the	conduct or winding up of the	
company opportunity;	conduct or winding up of the	partnership business as or on	
(2) to refrain from dealing	limited partnership's activities as	behalf of a party having an	
with the company in the conduct	or on behalf of a party having an	interest adverse to the	
or winding up of the company's	interest adverse to the limited	partnership; and	
activities as or on behalf of a	partnership; and	(3) to refrain from	
person having an interest adverse	(3) to refrain from	competing with the partnership in	
to the company; and	competing with the limited	the conduct of the partnership	
(3) to refrain from	partnership in the conduct or	business before the dissolution of	
competing with the company in	winding up of the limited	the partnership.	
the conduct of the company's	partnership's activities.	(c) A partner's duty of care to the	
activities before the dissolution of	(c) A general partner's duty of	partnership and the other	
the company.	care to the limited partnership	partners in the conduct and	
(c) Subject to the business	and the other partners in the	winding up of the partnership	
judgment rule, the duty of care of	conduct and winding up of the	business is limited to refraining	
a member of a member-managed	limited partnership's activities is	from engaging in grossly negligent	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
limited liability company in the	limited to refraining from	or reckless conduct, intentional	
conduct and winding up of the	engaging in grossly negligent or	misconduct, or a knowing	
company's activities is to act with	reckless conduct, intentional	violation of law.	
the care that a person in a like	misconduct, or a knowing	(d) A partner shall discharge the	
position would reasonably	violation of law.	duties to the partnership and the	
exercise under similar	(d) A general partner shall	other partners under this [Act] or	
circumstances and in a manner	discharge the duties to the	under the partnership agreement	
the member reasonably believes	partnership and the other	and exercise any rights	
to be in the best interests of the	partners under this [Act] or under	consistently with the obligation of	
company. In discharging this	the partnership agreement and	good faith and fair dealing.	
duty, a member may rely in good	exercise any rights consistently	(e) A partner does not violate a	
faith upon opinions, reports,	with the obligation of good faith	duty or obligation under this [Act]	
statements, or other information	and fair dealing.	or under the partnership	
provided by another person that	(e) A general partner does not	agreement merely because the	
the member reasonably believes	violate a duty or obligation under	partner's conduct furthers the	
is a competent and reliable source	this [Act] or under the partnership	partner's own interest.	
for the information.	agreement merely because the	(f) A partner may lend money to	
(d) A member in a member-	general partner's conduct furthers	and transact other business with	
managed limited liability company	the general partner's own	the partnership, and as to each	
or a manager-managed limited	interest.	loan or transaction the rights and	
liability company shall discharge		obligations of the partner are the	
the duties under this [act] or		same as those of a person who is	
under the operating agreement		not a partner, subject to other	
and exercise any rights		applicable law.	
consistently with the contractual		(g) This section applies to a	
obligation of good faith and fair		person winding up the	
dealing.		partnership business as the	
(e) It is a defense to a claim under		personal or legal representative	
subsection (b)(2) and any		of the last surviving partner as if	
comparable claim in equity or at		the person were a partner.	
common law that the transaction			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
was fair to the limited liability			
company.			
(f) All of the members of a			
member-managed limited liability			
company or a manager-managed			
limited liability company may			
authorize or ratify, after full			
disclosure of all material facts, a			
specific act or transaction that			
otherwise would violate the duty			
of loyalty.			
(g) In a manager-managed limited			
liability company, the following			
rules apply:			
(1) Subsections (a), (b),			
(c), and (e) apply to the manager			
or managers and not the			
members.			
(2) The duty stated under			
subsection (b)(3) continues until			
winding up is completed.			
(3) Subsection (d) applies			
to the members and managers.			
(4) Subsection (f) applies			
only to the members.			
(5) A member does not			
have any fiduciary duty to the			
company or to any other member			
solely by reason of being a			
member.			
	SECTION 305. LIMITED DUTIES		Category III

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
	OF LIMITED PARTNERS.		
	(a) A limited partner does not		
	have any fiduciary duty to the		
	limited partnership or to any		
	other partner solely by reason of		
	being a limited partner.		
	(b) A limited partner shall		
	discharge the duties to the		
	partnership and the other		
	partners under this [Act] or under		
	the partnership agreement and		
	exercise any rights consistently		
	with the obligation of good faith		
	and fair dealing.		
	(c) A limited partner does not		
	violate a duty or obligation under		
	this [Act] or under the partnership		
	agreement merely because the		
	limited partner's conduct furthers		
	the limited partner's own interest.		
			Coto por ul
SECTION 410. RIGHT OF	SECTION 407. RIGHT OF	SECTION 403. PARTNER'S RIGHTS	Category II
MEMBERS, MANAGERS, AND	GENERAL PARTNER AND FORMER	AND DUTIES WITH RESPECT TO	
DISSOCIATED MEMBERS TO	GENERAL PARTNER TO	INFORMATION.	
INFORMATION.	INFORMATION.		
(a) In a member managed limited	(a) A general partner,	(a) A partnership shall keep its	
(a) In a member-managed limited	without having any particular	books and records, if any, at its	
liability company, the following	purpose for seeking the	chief executive office.	
rules apply:	information, may inspect and	(b) A partnership shall provide	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
(1) On reasonable notice,	copy during regular business	partners and their agents and	
a member may inspect and copy	hours:any particular purpose for	attorneys access to its books and	
during regular business hours, at	seeking the information.	records. It shall provide former	
a reasonable location specified by	(b) During regular business hours	partners and their agents and	
the company, any record	and at a reasonable location	attorneys access to books and	
maintained by the company	specified by the limited	records pertaining to the period	
regarding the company's	partnership, a limited partner	during which they were partners.	
activities, financial condition, and	may obtain from the limited	The right of access provides the	
other circumstances, to the	partnership and inspect and copy	opportunity to inspect and copy	
extent the information is material	true and full information	books and records during ordinary	
to the member's rights and duties	regarding the state of the	business hours. A partnership	
under the operating agreement or	activities and financial condition	may impose a reasonable charge,	
this [act].	of the limited partnership and	covering the costs of labor and	
(2) The company shall	other information regarding the	material, for copies of documents	
furnish to each member:	activities of the limited	furnished.	
(A) without	partnership as is just and	(c) Each partner and the	
demand, any information	reasonable if:	partnership shall furnish to a	
concerning the company's	(1) the limited partner	partner, and to the legal	
activities, financial condition, and	seeks the information for a	representative of a deceased	
other circumstances which the	purpose reasonably related to the	partner or partner under legal	
company knows and is material to	partner's interest as a limited	disability:	
the proper exercise of the	partner;	(1) without demand, any	
member's rights and duties under	(2) the limited partner	information concerning the	
the operating agreement or this	makes a demand in a record	partnership's business and affairs	
[act], except to the extent the	received by the limited	reasonably required for the	
company can establish that it	partnership, describing with	proper exercise of the partner's	
reasonably believes the member	reasonable particularity the	rights and duties under the	
already knows the information;	information sought and the	partnership agreement or this	
and	purpose for seeking the	[Act]; and	
(B) on demand,	information; and	(2) on demand, any other	
any other information concerning	(3) the information	information concerning the	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
the company's activities, financial	sought is directly connected to	partnership's business and affairs,	
condition, and other	the limited partner's purpose.	except to the extent the demand	
circumstances, except to the	(c) Within 10 days after receiving	or the information demanded is	
extent the demand or information	a demand pursuant to subsection	unreasonable or otherwise	
demanded is unreasonable or	(b), the limited partnership in a	improper under the	
otherwise improper under the	record shall inform the limited	circumstances.	
circumstances.	partner that made the demand:		
(3) The duty to furnish	(1) what information the		
information under paragraph (2)	limited partnership will provide in		
also applies to each member to	response to the demand;		
the extent the member knows	(2) when and where the		
any of the information described	limited partnership will provide		
in paragraph (2).	the information; and		
(b) In a manager-managed limited	(3) if the limited		
liability company, the following	partnership declines to provide		
rules apply:	any demanded information, the		
(1) The informational	limited partnership's reasons for		
rights stated in subsection (a) and	declining.		
the duty stated in subsection	(d) Subject to subsection (f), a		
(a)(3) apply to the managers and	person dissociated as a limited		
not the members.	partner may inspect and copy		
(2) During regular	required information during		
business hours and at a	regular business hours in the		
reasonable location specified by	limited partnership's designated		
the company, a member may	office if:		
obtain from the company and	(1) the information		
inspect and copy full information	pertains to the period during		
regarding the activities, financial	which the person was a limited		
condition, and other	partner;		
circumstances of the company as	(2) the person seeks the		
is just and reasonable if:	information in good faith; and		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
(A) the member	(3) the person meets the		
seeks the information for a	requirements of subsection (b).		
purpose material to the member's	(e) The limited partnership shall		
interest as a member;	respond to a demand made		
(B) the member	pursuant to subsection (d) in the		
makes a demand in a record	same manner as provided in		
received by the company,	subsection (c).		
describing with reasonable	(f) If a limited partner dies,		
particularity the information	Section 704 applies.		
sought and the purpose for	(g) The limited partnership may		
seeking the information; and	impose reasonable restrictions on		
(C) the	the use of information obtained		
information sought is directly	under this section. In a dispute		
connected to the member's	concerning the reasonableness of		
purpose.	a restriction under this		
(3) Within 10 days after	subsection, the limited		
receiving a demand pursuant to	partnership has the burden of		
paragraph (2)(B), the company	proving reasonableness.		
shall in a record inform the	(h) A limited partnership may		
member that made the demand:	charge a person that makes a		
(A) of the	demand under this section		
information that the company will	reasonable costs of copying,		
provide in response to the	limited to the costs of labor and		
demand and when and where the	material.		
company will provide the	(i) Whenever this [Act] or a		
information; and	partnership agreement provides		
(B) if the	for a limited partner to give or		
company declines to provide any	withhold consent to a matter,		
demanded information, the	before the consent is given or		
company's reasons for declining.	withheld, the limited partnership		
(4) Whenever this [act] or	shall, without demand, provide		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
an operating agreement provides	the limited partner with all		
for a member to give or withhold	information material to the		
consent to a matter, before the	limited partner's decision that the		
consent is given or withheld, the	limited partnership knows.		
company shall, without demand,	(j) A limited partner or person		
provide the member with all	dissociated as a limited partner		
information that is known to the	may exercise the rights under this		
company and is material to the	section through an attorney or		
member's decision.	other agent. Any restriction		
(c) On 10 days' demand made in a	imposed under subsection (g) or		
record received by a limited	by the partnership agreement		
liability company, a dissociated	applies both to the attorney or		
member may have access to	other agent and to the limited		
information to which the person	partner or person dissociated as a		
was entitled while a member if	limited partner.		
the information pertains to the	(k) The rights stated in this		
period during which the person	section do not extend to a person		
was a member, the person seeks	as transferee, but may be		
the information in good faith, and	exercised by the legal		
the person satisfies the	representative of an individual		
requirements imposed on a	under legal disability who is a		
member by subsection (b)(2). The	limited partner or person		
company shall respond to a	dissociated as a limited partner.		
demand made pursuant to this			
subsection in the manner	SECTION 407. RIGHT OF		
provided in subsection (b)(3).	GENERAL PARTNER AND FORMER		
(d) A limited liability company	GENERAL PARTNER TO		
may charge a person that makes a	INFORMATION.		
demand under this section the			
reasonable costs of copying,	(a) A general partner, without		
limited to the costs of labor and	having any particular purpose for		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
material.	seeking the information, may		
(e) A member or dissociated	inspect and copy during regular		
member may exercise rights	business hours:		
under this section through an	(1) in the limited		
agent or, in the case of an	partnership's designated office,		
individual under legal disability, a	required information; and		
legal representative. Any	(2) at a reasonable		
restriction or condition imposed	location specified by the limited		
by the operating agreement or	partnership, any other records		
under subsection (g) applies both	maintained by the limited		
to the agent or legal	partnership regarding the limited		
representative and the member	partnership's activities and		
or dissociated member.	financial condition.		
(f) The rights under this section do	(b) Each general partner and the		
not extend to a person as	limited partnership shall furnish		
transferee.	to a general partner:		
(g) In addition to any restriction or	(1) without demand, any		
condition stated in its operating	information concerning the		
agreement, a limited liability	limited partnership's activities		
company, as a matter within the	and activities reasonably required		
ordinary course of its activities,	for the proper exercise of the		
may impose reasonable	general partner's rights and duties		
restrictions and conditions on	under the partnership agreement		
access to and use of information	or this [Act]; and		
to be furnished under this section,	(2) on demand, any other		
including designating information	information concerning the		
confidential and imposing	limited partnership's activities,		
nondisclosure and safeguarding	except to the extent the demand		
obligations on the recipient. In a	or the information demanded is		
dispute concerning the	unreasonable or otherwise		
reasonableness of a restriction	improper under the		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
under this subsection, the	circumstances.		
company has the burden of	(c) Subject to subsection (e), on		
proving reasonableness.	10 days' demand made in a		
	record received by the limited		
	partnership, a person dissociated		
	as a general partner may have		
	access to the information and		
	records described in subsection		
	(a) at the location specified in		
	subsection (a) if:		
	(1) the information or		
	record pertains to the period		
	during which the person was a		
	general partner;		
	(2) the person seeks the		
	information or record in good		
	faith; and		
	(3) the person satisfies		
	the requirements imposed on a		
	limited partner by Section 304(b).		
	(d) The limited partnership shall		
	respond to a demand made		
	pursuant to subsection (c) in the		
	same manner as provided in		
	Section 304(c).		
	(e) If a general partner dies,		
	Section 704 applies.		
	(f) The limited partnership may		
	impose reasonable restrictions on		
	the use of information under this		
	section. In any dispute		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
	concerning the reasonableness of		
	a restriction under this		
	subsection, the limited		
	partnership has the burden of		
	proving reasonableness.		
	(g) A limited partnership may		
	charge a person dissociated as a		
	general partner that makes a		
	demand under this section		
	reasonable costs of copying,		
	limited to the costs of labor and		
	material.		
	(h) A general partner or person		
	dissociated as a general partner		
	may exercise the rights under this		
	section through an attorney or		
	other agent. Any restriction		
	imposed under subsection (f) or		
	by the partnership agreement		
	applies both to the attorney or		
	other agent and to the general		
	partner or person dissociated as a		
	general partner.		
	(i) The rights under this section		
	do not extend to a person as		
	transferee, but the rights under		
	subsection (c) of a person		
	dissociated as a general may be		
	exercised by the legal		
	representative of an individual		
	who dissociated as a general		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	partner under Section 603(7)(B) or (C).		
		SECTION 406. CONTINUATION OF PARTNERSHIP BEYOND DEFINITE TERM OR PARTICULAR UNDERTAKING.	Category III
		 (a) If a partnership for a definite term or particular undertaking is continued, without an express agreement, after the expiration of the term or completion of the undertaking, the rights and duties of the partners remain the same as they were at the expiration or completion, so far as is consistent with a partnership at will. (b) If the partners, or those of them who habitually acted in the business during the term or undertaking, continue the business without any settlement or liquidation of the partnership, 	
		they are presumed to have agreed that the partnership will	
		continue.	
[ARTICLE] 5 TRANSFERABLE INTERESTS AND	[ARTICLE] 7 TRANSFERABLE INTERESTS AND	[ARTICLE] 5 TRANSFEREES AND CREDITORS OF PARTNER	
RIGHTS OF TRANSFEREES AND	RIGHTS OF TRANSFEREES AND		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
CREDITORS	CREDITORS		
SECTION 501. NATURE OF TRANSFERABLE INTEREST.	SECTION 701. PARTNER'S TRANSFERABLE INTEREST.	SECTION 501. PARTNER NOT CO- OWNER OF PARTNERSHIP PROPERTY.	Category I for all provisions, except mild query whether RUPA § 501 should remain
A transferable interest is personal property.	The only interest of a partner which is transferable is the partner's transferable interest. A transferable interest is personal property.	A partner is not a co-owner of partnership property and has no interest in partnership property which can be transferred, either voluntarily or involuntarily. SECTION 502. PARTNER'S TRANSFERABLE INTEREST IN PARTNERSHIP. The only transferable interest of a partner in the partnership is the partner's share of the profits and losses of the partnership and the partner's right to receive distributions. The interest is	
SECTION 502. TRANSFER OF	SECTION 702. TRANSFER OF	personal property.	Catagoria
TRANSFERABLE INTEREST.	PARTNER'S TRANSFERABLE	SECTION 503. TRANSFER OF PARTNER'S TRANSFERABLE INTEREST.	Category I
 (a) A transfer, in whole or in part, of a transferable interest: (1) is permissible; (2) does not by itself cause a member's dissociation or 	(a) A transfer, in whole or in part, of a partner's transferable interest: (1) is permissible;	 (a) A transfer, in whole or in part, of a partner's transferable interest in the partnership: (1) is permissible; 	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
a dissolution and winding up of	(2) does not by itself	(2) does not by itself	
the limited liability company's	cause the partner's dissociation or	cause the partner's dissociation or	
activities; and	a dissolution and winding up of	a dissolution and winding up of	
(3) subject to Section 504,	the limited partnership's	the partnership business; and	
does not entitle the transferee to:	activities; and	(3) does not, as against	
(A) participate in	(3) does not, as against	the other partners or the	
the management or conduct of	the other partners or the limited	partnership, entitle the	
the company's activities; or	partnership, entitle the transferee	transferee, during the	
(B) except as	to participate in the management	continuance of the partnership, to	
otherwise provided in subsection	or conduct of the limited	participate in the management or	
(c), have access to records or	partnership's activities, to require	conduct of the partnership	
other information concerning the	access to information concerning	business, to require access to	
company's activities.	the limited partnership's	information concerning	
(b) A transferee has the right to	transactions except as otherwise	partnership transactions, or to	
receive, in accordance with the	provided in subsection (c), or to	inspect or copy the partnership	
transfer, distributions to which	inspect or copy the required	books or records.	
the transferor would otherwise be	information or the limited	(b) A transferee of a partner's	
entitled.	partnership's other records.	transferable interest in the	
(c) In a dissolution and winding up	(b) A transferee has a right to	partnership has a right:	
of a limited liability company, a	receive, in accordance with the	(1) to receive, in	
transferee is entitled to an	transfer:	accordance with the transfer,	
account of the company's	(1) distributions to	distributions to which the	
transactions only from the date of	which the transferor would	transferor would otherwise be	
dissolution.	otherwise be entitled; and	entitled;	
(d) A transferable interest may be	(2) upon the dissolution	(2) to receive upon the	
evidenced by a certificate of the	and winding up of the limited	dissolution and winding up of the	
interest issued by the limited	partnership's activities the net	partnership business, in	
liability company in a record, and,	amount otherwise distributable to	accordance with the transfer, the	
subject to this section, the	the transferor.	net amount otherwise	
interest represented by the	(c) In a dissolution and winding	distributable to the transferor;	
certificate may be transferred by	up, a transferee is entitled to an	and	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
a transfer of the certificate.	account of the limited	(3) to seek under Section	
(e) A limited liability company	partnership's transactions only	801(6) a judicial determination	
need not give effect to a	from the date of dissolution.	that it is equitable to wind up the	
transferee's rights under this	(d) Upon transfer, the transferor	partnership business.	
section until the company has	retains the rights of a partner	(c) In a dissolution and winding	
notice of the transfer.	other than the interest in	up, a transferee is entitled to an	
(f) A transfer of a transferable	distributions transferred and	account of partnership	
interest in violation of a	retains all duties and obligations	transactions only from the date of	
restriction on transfer contained	of a partner.	the latest account agreed to by all	
in the operating agreement is	(e) A limited partnership need not	of the partners.	
ineffective as to a person having	give effect to a transferee's rights	(d) Upon transfer, the transferor	
notice of the restriction at the	under this section until the	retains the rights and duties of a	
time of transfer.	limited partnership has notice of	partner other than the interest in	
(g) Except as otherwise provided	the transfer.	distributions transferred.	
in Section 602(4)(B), when a	(f) A transfer of a partner's	(e) A partnership need not give	
member transfers a transferable	transferable interest in the limited	effect to a transferee's rights	
interest, the transferor retains the	partnership in violation of a	under this section until it has	
rights of a member other than the	restriction on transfer contained	notice of the transfer.	
interest in distributions	in the partnership agreement is	(f) A transfer of a partner's	
transferred and retains all duties	ineffective as to a person having	transferable interest in the	
and obligations of a member.	notice of the restriction at the	partnership in violation of a	
(h) When a member transfers a	time of transfer.	restriction on transfer contained	
transferable interest to a person	(g) A transferee that becomes a	in the partnership agreement is	
that becomes a member with	partner with respect to a	ineffective as to a person having	
respect to the transferred	transferable interest is liable for	notice of the restriction at the	
interest, the transferee is liable	the transferor's obligations under	time of transfer.	
for the member's obligations	Sections 502 and 509. However,		
under Sections 403 and 406(c)	the transferee is not obligated for		
known to the transferee when the	liabilities unknown to the		
transferee becomes a member.	transferee at the time the		
	transferee became a partner.		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
SECTION 503. CHARGING ORDER.	SECTION 703. RIGHTS OF	SECTION 504. PARTNER'S	Category I
	CREDITOR OF PARTNER OR	TRANSFERABLE INTEREST	
(a) On application by a judgment	TRANSFEREE.	SUBJECT TO CHARGING ORDER.	
creditor of a member or			
transferee, a court may enter a	(a) On application to a court of	(a) On application by a judgment	
charging order against the	competent jurisdiction by any	creditor of a partner or of a	
transferable interest of the	judgment creditor of a partner or	partner's transferee, a court	
judgment debtor for the	transferee, the court may charge	having jurisdiction may charge the	
unsatisfied amount of the	the transferable interest of the	transferable interest of the	
judgment. A charging order	judgment debtor with payment of	judgment debtor to satisfy the	
constitutes a lien on a judgment	the unsatisfied amount of the	judgment. The court may appoint	
debtor's transferable interest and	judgment with interest. To the	a receiver of the share of the	
requires the limited liability	extent so charged, the judgment	distributions due or to become	
company to pay over to the	creditor has only the rights of a	due to the judgment debtor in	
person to which the charging	transferee. The court may appoint	respect of the partnership and	
order was issued any distribution	a receiver of the share of the	make all other orders, directions,	
that would otherwise be paid to	distributions due or to become	accounts, and inquiries the	
the judgment debtor.	due to the judgment debtor in	judgment debtor might have	
(b) To the extent necessary to	respect of the partnership and	made or which the circumstances	
effectuate the collection of	make all other orders, directions,	of the case may require.	
distributions pursuant to a	accounts, and inquiries the	(b) A charging order constitutes a	
charging order in effect under	judgment debtor might have	lien on the judgment debtor's	
subsection (a), the court may:	made or which the circumstances	transferable interest in the	
(1) appoint a receiver of	of the case may require to give	partnership. The court may order	
the distributions subject to the	effect to the charging order.	a foreclosure of the interest	
charging order, with the power to	(b) A charging order constitutes a	subject to the charging order at	
make all inquiries the judgment	lien on the judgment debtor's	any time. The purchaser at the	
debtor might have made; and	transferable interest. The court	foreclosure sale has the rights of a	
(2) make all other orders	may order a foreclosure upon the	transferee.	
necessary to give effect to the	interest subject to the charging	(c) At any time before	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
charging order.	order at any time. The purchaser	foreclosure, an interest charged	
(c) Upon a showing that	at the foreclosure sale has the	may be redeemed:	
distributions under a charging	rights of a transferee.	(1) by the judgment	
order will not pay the judgment	(c) At any time before	debtor;	
debt within a reasonable time,	foreclosure, an interest charged	(2) with property other	
the court may foreclose the lien	may be redeemed:	than partnership property, by one	
and order the sale of the	(1) by the judgment	or more of the other partners; or	
transferable interest. The	debtor;	(3) with partnership	
purchaser at the foreclosure sale	(2) with property other	property, by one or more of the	
only obtains the transferable	than limited partnership property,	other partners with the consent	
interest, does not thereby	by one or more of the other	of all of the partners whose	
become a member, and is subject	partners; or	interests are not so charged.	
to Section 502.	(3) with limited	(d) This [Act] does not deprive a	
(d) At any time before foreclosure	partnership property, by the	partner of a right under	
under subsection (c), the member	limited partnership with the	exemption laws with respect to	
or transferee whose transferable	consent of all partners whose	the partner's interest in the	
interest is subject to a charging	interests are not so charged.	partnership.	
order under subsection (a) may	(d) This [Act] does not	(e) This section provides the	
extinguish the charging order by	deprive any partner or transferee	exclusive remedy by which a	
satisfying the judgment and filing	of the benefit of any exemption	judgment creditor of a partner or	
a certified copy of the satisfaction	laws applicable to the partner's or	partner's transferee may satisfy a	
with the court that issued the	transferee's transferable interest.	judgment out of the judgment	
charging order.	(e) This section provides	debtor's transferable interest in	
(e) At any time before foreclosure	the exclusive remedy by which a	the partnership.	
under subsection (c), a limited	judgment creditor of a partner or		
liability company or one or more	transferee may satisfy a judgment		
members whose transferable	out of the judgment debtor's		
interests are not subject to the	transferable interest.		
charging order may pay to the			
judgment creditor the full amount			
due under the judgment and			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
thereby succeed to the rights of			
the judgment creditor, including			
the charging order.			
(f) This [act] does not deprive any			
member or transferee of the			
benefit of any exemption laws			
applicable to the member's or			
transferee's transferable interest.			
(g) This section provides the			
exclusive remedy by which a			
person seeking to enforce a			
judgment against a member or			
transferee may, in the capacity of			
judgment creditor, satisfy the			
judgment from the judgment			
debtor's transferable interest.			
SECTION 504. POWER OF	SECTION 704. POWER OF ESTATE	no comparable provision in RUPA	Category I as to ULPA and
PERSONAL REPRESENTATIVE OF	OF DECEASED PARTNER.	b/c the default result is either a	RULLCA. Category II as whether
DECEASED MEMBER.		buy out of the estate (section	RUPA section 701 should
	If a partner dies, the deceased	701) or a dissolution of the	expressly empower the estate of
If a member dies, the deceased	partner's personal representative	partnership. (Section 701 does	a deceased partner.
member's personal	or other legal representative may	not refer to the estate.)	
representative or other legal	exercise the rights of a transferee		
representative may exercise the	as provided in Section 702 and,		
rights of a transferee provided in	for the purposes of settling the		
Section 502(c) and, for the	estate, may exercise the rights of		
purposes of settling the estate,	a current limited partner under		
the rights of a current member	Section 304.		
under Section 410.			
[ARTICLE] 6	[ARTICLE] 6 DISSOCIATION	[ARTICLE] 6 PARTNER'S	
MEMBER'S DISSOCIATION		DISSOCIATION	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001) SECTION 604. PERSON'S POWER	(1997) SECTION 602. PARTNER'S	
SECTION 601. MEMBER'S			Category I as to all elements that
POWER TO DISSOCIATE;		POWER TO DISSOCIATE;	have the identical approach. A
WRONGFUL DISSOCIATION.	PARTNER; WRONGFUL	WRONGFUL DISSOCIATION.	few distinctive approaches may
	DISSOCIATION.		be Category II or Category III.
(a) A person has the power to		(a) A partner has the power to	RUPA 602(b) (wrongful
dissociate as a member at any	(a) A person has the power to	dissociate at any time, rightfully	dissociation in term partnership)
time, rightfully or wrongfully, by	dissociate as a general partner at	or wrongfully, by express will	is Category III
withdrawing as a member by	any time, rightfully or wrongfully,	pursuant to Section 601(1).	
express will under Section 602(1).	by express will pursuant to	(b) A partner's dissociation is	
(b) A person's dissociation from a	Section 603(1).	wrongful only if:	
limited liability company is	(b) A person's dissociation as a	(1) it is in breach of an	
wrongful only if the dissociation:	general partner is wrongful only	express provision of the	
(1) is in breach of an	if:	partnership agreement; or	
express provision of the operating	(1) it is in breach of an	(2) in the case of a	
agreement; or	express provision of the	partnership for a definite term or	
(2) occurs before the	partnership agreement; or	particular undertaking, before the	
termination of the company and:	(2) it occurs before the	expiration of the term or the	
(A) the person	termination of the limited	completion of the undertaking:	
withdraws as a member by	partnership, and:	(i) the partner	
express will;	(A) the person	withdraws by express will, unless	
(B) the person is	withdraws as a general partner by	the withdrawal follows within 90	
expelled as a member by judicial	express will;	days after another partner's	
order under Section 602(5);	(B) the person is	dissociation by death or	
(C) the person is	expelled as a general partner by	otherwise under Section 601(6)	
dissociated under Section	judicial determination under	through (10) or wrongful	
602(7)(A) by becoming a debtor in	Section 603(5);	dissociation under this	
bankruptcy; or	(C) the person is	subsection;	
(D) in the case of	dissociated as a general partner	(ii) the partner is	
a person that is not a trust other	by becoming a debtor in	expelled by judicial	
than a business trust, an estate,	bankruptcy; or	determination under Section	
or an individual, the person is	(D) in the case of a	601(5);	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
expelled or otherwise dissociated	person that is not an individual,	(iii) the partner is	
as a member because it willfully	trust other than a business trust,	dissociated by becoming a debtor	
dissolved or terminated.	or estate, the person is expelled	in bankruptcy; or	
(c) A person that wrongfully	or otherwise dissociated as a	(iv) in the case of a	
dissociates as a member is liable	general partner because it	partner who is not an individual,	
to the limited liability company	willfully dissolved or terminated.	trust other than a business trust,	
and, subject to Section 901, to the	(c) A person that wrongfully	or estate, the partner is expelled	
other members for damages	dissociates as a general partner is	or otherwise dissociated because	
caused by the dissociation. The	liable to the limited partnership	it willfully dissolved or	
liability is in addition to any other	and, subject to Section 1001, to	terminated.	
debt, obligation, or other liability	the other partners for damages	(c) A partner who wrongfully	
of the member to the company or	caused by the dissociation. The	dissociates is liable to the	
the other members.	liability is in addition to any other	partnership and to the other	
	obligation of the general partner	partners for damages caused by	
	to the limited partnership or to	the dissociation. The liability is in	
	the other partners.	addition to any other obligation of	
		the partner to the partnership or	
		to the other partners.	
SECTION 602. EVENTS CAUSING	SECTION 603. DISSOCIATION AS	SECTION 601. EVENTS CAUSING	
DISSOCIATION.	GENERAL PARTNER. A person is	PARTNER'S DISSOCIATION.	
	dissociated from a limited		
A person is dissociated as a	partnership as a general partner	A partner is dissociated from a	
member from a limited liability	upon the occurrence of any of the	partnership upon the occurrence	
company when:	following events:	of any of the following events:	
(1) the company has notice of the	(1) the limited	the partnership's having	
person's express will to withdraw	partnership's having notice of the	notice of the partner's express	
as a member, but, if the person	person's express will to withdraw	will to withdraw as a partner or	
specified a withdrawal date later	as a general partner or on a later	on a later date specified by the	
than the date the company had	date specified by the person;	partner;	
notice, on that later date;	(2) an event agreed to in	(2) an event agreed to in the	
(2) an event stated in the	the partnership agreement as	partnership agreement as causing	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
operating agreement as causing	causing the person's dissociation	the partner's dissociation;	
the person's dissociation occurs;	as a general partner;	(3) the partner's expulsion	
(3) the person is expelled as a	(3) the person's expulsion	pursuant to the partnership	
member pursuant to the	as a general partner pursuant to	agreement;	
operating agreement;	the partnership agreement;	(4) the partner's expulsion by the	
(4) the person is expelled as a	(4) the person's expulsion	unanimous vote of the other	
member by the unanimous	as a general partner by the	partners if:	
consent of the other members if:	unanimous consent of the other	(i) it is unlawful to carry	
(A) it is unlawful to carry	partners if:	on the partnership business with	
on the company's activities with	(A) it is unlawful to	that partner;	
the person as a member;	carry on the limited partnership's	(ii) there has been a	
(B) there has been a	activities with the person as a	transfer of all or substantially all	
transfer of all of the person's	general partner;	of that partner's transferable	
transferable interest in the	(B) there has been a	interest in the partnership, other	
company, other than:	transfer of all or substantially all	than a transfer for security	
(i) a transfer for	of the person's transferable	purposes, or a court order	
security purposes; or	interest in the limited	charging the partner's interest,	
(ii) a charging	partnership, other than a transfer	which has not been foreclosed;	
order in effect under Section 503	for security purposes, or a court	(iii) within 90 days after	
which has not been foreclosed;	order charging the person's	the partnership notifies a	
(C) the person is a	interest, which has not been	corporate partner that it will be	
corporation and, within 90 days	foreclosed;	expelled because it has filed a	
after the company notifies the	(C) the person is a	certificate of dissolution or the	
person that it will be expelled as a	corporation and, within 90 days	equivalent, its charter has been	
member because the person has	after the limited partnership	revoked, or its right to conduct	
filed a certificate of dissolution or	notifies the person that it will be	business has been suspended by	
the equivalent, its charter has	expelled as a general partner	the jurisdiction of its	
been revoked, or its right to	because it has filed a certificate of	incorporation, there is no	
conduct business has been	dissolution or the equivalent, its	revocation of the certificate of	
suspended by the jurisdiction of	charter has been revoked, or its	dissolution or no reinstatement of	
its incorporation, the certificate of	right to conduct business has	its charter or its right to conduct	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
dissolution has not been revoked	been suspended by the	business; or	
or its charter or right to conduct	jurisdiction of its incorporation,	(iv) a partnership that is a	
business has not been reinstated;	there is no revocation of the	partner has been dissolved and its	
or	certificate of dissolution or no	business is being wound up;	
(D) the person is a limited	reinstatement of its charter or its	(5) on application by the	
liability company or partnership	right to conduct business; or	partnership or another partner,	
that has been dissolved and	(D) the person is a	the partner's expulsion by judicial	
whose business is being wound	limited liability company or	determination because:	
up;	partnership that has been	(i) the partner engaged in	
(5) on application by the	dissolved and whose business is	wrongful conduct that adversely	
company, the person is expelled	being wound up;	and materially affected the	
as a member by judicial order	(5) on application by the	partnership business;	
because the person:	limited partnership, the person's	(ii) the partner willfully or	
(A) has engaged, or is	expulsion as a general partner by	persistently committed a material	
engaging, in wrongful conduct	judicial determination because:	breach of the partnership	
that has adversely and materially	(A) the person	agreement or of a duty owed to	
affected, or will adversely and	engaged in wrongful conduct that	the partnership or the other	
materially affect, the company's	adversely and materially affected	partners under Section 404; or	
activities;	the limited partnership activities;	(iii) the partner engaged	
(B) has willfully or	(B) the person	in conduct relating to the	
persistently committed, or is	willfully or persistently committed	partnership business which makes	
willfully and persistently	a material breach of the	it not reasonably practicable to	
committing, a material breach of	partnership agreement or of a	carry on the business in	
the operating agreement or the	duty owed to the partnership or	partnership with the partner;	
person's duties or obligations	the other partners under Section	(6) the partner's:	
under Section 409; or	408; or	(i) becoming a debtor in	
(C) has engaged in, or is	(C) the person	bankruptcy;	
engaging, in conduct relating to	engaged in conduct relating to the	(ii) executing an	
the company's activities which	limited partnership's activities	assignment for the benefit of	
makes it not reasonably	which makes it not reasonably	creditors;	
practicable to carry on the	practicable to carry on the	(iii) seeking, consenting	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
activities with the person as a	activities of the limited	to, or acquiescing in the	
member;	partnership with the person as a	appointment of a trustee,	
(6) in the case of a person who is	general partner;	receiver, or liquidator of that	
an individual:	(6) the person's:	partner or of all or substantially	
(A) the person dies; or	(A) becoming a	all of that partner's property; or	
(B) in a member-managed	debtor in bankruptcy;	(iv) failing, within 90 days	
limited liability company:	(B) execution of an	after the appointment, to have	
(i) a guardian or	assignment for the benefit of	vacated or stayed the	
general conservator for the	creditors;	appointment of a trustee,	
person is appointed; or	(C) seeking,	receiver, or liquidator of the	
(ii) there is a	consenting to, or acquiescing in	partner or of all or substantially	
judicial order that the person has	the appointment of a trustee,	all of the partner's property	
otherwise become incapable of	receiver, or liquidator of the	obtained without the partner's	
performing the person's duties as	person or of all or substantially all	consent or acquiescence, or	
a member under [this act] or the	of the person's property; or	failing within 90 days after the	
operating agreement;	(D) failure, within 90	expiration of a stay to have the	
(7) in a member-managed limited	days after the appointment, to	appointment vacated;	
liability company, the person:	have vacated or stayed the	(7) in the case of a partner who is	
(A) becomes a debtor in	appointment of a trustee,	an individual:	
bankruptcy;	receiver, or liquidator of the	(i) the partner's death;	
(B) executes an	general partner or of all or	(ii) the appointment of a	
assignment for the benefit of	substantially all of the person's	guardian or general conservator	
creditors; or	property obtained without the	for the partner; or	
(C) seeks, consents to, or	person's consent or acquiescence,	(iii) a judicial	
acquiesces in the appointment of	or failing within 90 days after the	determination that the partner	
a trustee, receiver, or liquidator	expiration of a stay to have the	has otherwise become incapable	
of the person or of all or	appointment vacated;	of performing the partner's duties	
substantially all of the person's	(7) in the case of a person	under the partnership agreement;	
property;	who is an individual:	(8) in the case of a partner that is	
(8) in the case of a person that is a	(A) the person's	a trust or is acting as a partner by	
trust or is acting as a member by	death;	virtue of being a trustee of a trust,	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
virtue of being a trustee of a trust,	(B) the appointment	distribution of the trust's entire	
the trust's entire transferable	of a guardian or general	transferable interest in the	
interest in the company is	conservator for the person; or	partnership, but not merely by	
distributed;	(C) a judicial	reason of the substitution of a	
(9) in the case of a person that is	determination that the person	successor trustee;	
an estate or is acting as a member	has otherwise become incapable	(9) in the case of a partner that is	
by virtue of being a personal	of performing the person's duties	an estate or is acting as a partner	
representative of an estate, the	as a general partner under the	by virtue of being a personal	
estate's entire transferable	partnership agreement;	representative of an estate,	
interest in the company is	(8) in the case of a person	distribution of the estate's entire	
distributed;	that is a trust or is acting as a	transferable interest in the	
(10) in the case of a member that	general partner by virtue of being	partnership, but not merely by	
is not an individual, partnership,	a trustee of a trust, distribution of	reason of the substitution of a	
limited liability company,	the trust's entire transferable	successor personal	
corporation, trust, or estate, the	interest in the limited	representative; or	
termination of the member;	partnership, but not merely by	(10) termination of a partner who	
(11) the company participates in a	reason of the substitution of a	is not an individual, partnership,	
merger under [Article] 10, if:	successor trustee;	corporation, trust, or estate.	
(A) the company is not	(9) in the case of a person		
the surviving entity; or,	that is an estate or is acting as a		
(B) otherwise as a result	general partner by virtue of being		
of the merger, the person ceases	a personal representative of an		
to be a member;	estate, distribution of the estate's		
(12) the company participates in a	entire transferable interest in the		
conversion under [Article] 10;	limited partnership, but not		
(13) the company participates in	merely by reason of the		
a domestication under [Article]	substitution of a successor		
10, if, as a result of the	personal representative;		
domestication, the person ceases	(10) termination of a		
to be a member; or	general partner that is not an		
(14) the company terminates.	individual, partnership, limited		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	Comments
	liability company, corporation,		
	trust, or estate; or		
	(11) the limited		
	partnership's participation in a		
	conversion or merger under		
	[Article] 11, if the limited		
	partnership:		
	(A) is not the		
	converted or surviving entity; or		
	(B) is the converted or		
	surviving entity but, as a result of		
	the conversion or merger, the		
	person ceases to be a general		
	partner.		
SECTION 603. EFFECT OF	SECTION 605. EFFECT OF	SECTION 603. EFFECT OF	Category II
PERSON'S DISSOCIATION AS	DISSOCIATION AS GENERAL	PARTNER'S DISSOCIATION.	
MEMBER.	PARTNER.		
		(a) If a partner's dissociation	
(a) When a person is dissociated	(a) Upon a person's dissociation	results in a dissolution and	
as a member of a limited liability	as a general partner:	winding up of the partnership	
company:	(1) the person's right to	business, [Article] 8 applies;	
(1) the person's right to	participate as a general partner in	otherwise, [Article] 7 applies.	
participate as a member in the	the management and conduct of	(b) Upon a partner's dissociation:	
management and conduct of the	the partnership's activities	(1) the partner's right to	
company's activities terminates;	terminates;	participate in the management	
(2) if the company is	(2) the person's duty of	and conduct of the partnership	
member-managed, the person's	loyalty as a general partner under	business terminates, except as	
fiduciary duties as a member end	Section 408(b)(3) terminates;	otherwise provided in Section	
with regard to matters arising and	(3) the person's duty of	803;	
events occurring after the	loyalty as a general partner under	(2) the partner's duty of	
person's dissociation; and	Section 408(b)(1) and (2) and duty	loyalty under Section 404(b)(3)	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
(3) subject to Section 504	of care under Section 408(c)	terminates; and	
and [Article] 10, any transferable	continue only with regard to	(3) the partner's duty of	
interest owned by the person	matters arising and events	loyalty under Section 404(b)(1)	
immediately before dissociation	occurring before the person's	and (2) and duty of care under	
in the person's capacity as a	dissociation as a general partner;	Section 404(c) continue only with	
member is owned by the person	(4) the person may sign	regard to matters arising and	
solely as a transferee.	and deliver to the [Secretary of	events occurring before the	
(b) A person's dissociation as a	State] for filing a statement of	partner's dissociation, unless the	
member of a limited liability	dissociation pertaining to the	partner participates in winding up	
company does not of itself	person and, at the request of the	the partnership's business	
discharge the person from any	limited partnership, shall sign an	pursuant to Section 803.	
debt, obligation, or other liability	amendment to the certificate of		
to the company or the other	limited partnership which states		
members which the person	that the person has dissociated;		
incurred while a member.	and		
	(5) subject to Section 704		
	and [Article] 11, any transferable		
	interest owned by the person		
	immediately before dissociation		
	in the person's capacity as a		
	general partner is owned by the		
	person as a mere transferee.		
	(b) A person's dissociation as a		
	general partner does not of itself		
	discharge the person from any		
	obligation to the limited		
	partnership or the other partners		
	which the person incurred while a		
	general partner.		
	SECTION 601. DISSOCIATION AS		Category II, but only to conform

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	LIMITED PARTNER.	(1997)	expression
	(a) A person does not		
	have a right to dissociate as a		
	limited partner before the		
	termination of the limited		
	partnership.		
	(b) A person is		
	dissociated from a limited		
	partnership as a limited partner		
	upon the occurrence of any of the		
	following events:		
	(1) the limited		
	partnership's having notice of the		
	person's express will to withdraw		
	as a limited partner or on a later		
	date specified by the person;		
	(2) an event agreed to		
	in the partnership agreement as		
	causing the person's dissociation		
	as a limited partner;		
	(3) the person's		
	expulsion as a limited partner		
	pursuant to the partnership		
	agreement;		
	(4) the person's		
	expulsion as a limited partner by		
	the unanimous consent of the		
	other partners if:		
	(A) it is unlawful		
	to carry on the limited		
	partnership's activities with the		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
Company Act (2006)	person as a limited partner;	(1557)	
	(B) there has		
	been a transfer of all of the		
	person's transferable interest in		
	the limited partnership, other		
	than a transfer for security		
	-		
	purposes, or a court order		
	charging the person's interest, which has not been foreclosed;		
	(C) the person is a corporation and, within 90 days		
	after the limited partnership		
	notifies the person that it will be expelled as a limited partner		
	because it has filed a certificate of		
	dissolution or the equivalent, its charter has been revoked, or its		
	-		
	right to conduct business has		
	been suspended by the jurisdiction of its incorporation,		
	there is no revocation of the		
	certificate of dissolution or no		
	reinstatement of its charter or its		
	right to conduct business; or		
	(D) the person is a		
	limited liability company or		
	partnership that has been		
	dissolved and whose business is		
	being wound up;		
	(5) on application by		
	the limited partnership, the		
	the innited partnership, the		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commonte
Company Act (2006)	(2001)	(1997)	Comments
	person's expulsion as a limited		
	partner by judicial order because:		
	(A) the person		
	engaged in wrongful conduct that		
	adversely and materially affected		
	the limited partnership's		
	activities;		
	(B) the person		
	willfully or persistently committed		
	a material breach of the		
	partnership agreement or of the		
	obligation of good faith and fair		
	dealing under Section 305(b); or		
	(C) the person		
	engaged in conduct relating to the		
	limited partnership's activities		
	which makes it not reasonably		
	practicable to carry on the		
	activities with the person as		
	limited partner;		
	(6) in the case of a		
	person who is an individual, the		
	person's death;		
	(7) in the case of a		
	person that is a trust or is acting		
	as a limited partner by virtue of		
	being a trustee of a trust,		
	distribution of the trust's entire		
	transferable interest in the limited		
	partnership, but not merely by		
	reason of the substitution of a		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	successor trustee;	(1001)	
	(8) in the case of a		
	person that is an estate or is		
	acting as a limited partner by		
	virtue of being a personal		
	representative of an estate,		
	distribution of the estate's entire		
	transferable interest in the limited		
	partnership, but not merely by		
	reason of the substitution of a		
	successor personal		
	representative;		
	(9) termination of a		
	limited partner that is not an		
	individual, partnership, limited		
	liability company, corporation,		
	trust, or estate;		
	(10) the limited		
	partnership's participation in a		
	conversion or merger under		
	[Article] 11, if the limited		
	partnership:		
	(A) is not the		
	converted or surviving entity; or		
	(B) is the		
	converted or surviving entity but,		
	as a result of the conversion or		
	merger, the person ceases to be a		
	limited partner.		
	SECTION 602. EFFECT OF		Category II, but only to conform
	DISSOCIATION AS LIMITED		expression of overlapping

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	PARTNER.	()	concepts
	(a) Upon a person's		
	dissociation as a limited partner:		
	(1) subject to Section		
	704, the person does not have		
	further rights as a limited partner;		
	(2) the person's		
	obligation of good faith and fair		
	dealing as a limited partner under		
	Section 305(b) continues only as		
	to matters arising and events		
	occurring before the dissociation;		
	and		
	(3) subject to Section		
	704 and [Article] 11, any		
	transferable interest owned by		
	the person in the person's		
	capacity as a limited partner		
	immediately before dissociation is		
	owned by the person as a mere		
	transferee.		
	(b) A person's		
	dissociation as a limited partner		
	does not of itself discharge the		
	person from any obligation to the		
	limited partnership or the other		
	partners which the person		
	incurred while a limited partner.		
		[ARTICLE] 7 PARTNER'S	Category III
		DISSOCIATION WHEN BUSINESS	
		NOT WOUND UP	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
		SECTION 701. PURCHASE OF	
		DISSOCIATED PARTNER'S	Category III
		INTEREST.	
		(a) If a partner is dissociated from	
		a partnership without resulting in	
		a dissolution and winding up of	
		the partnership business under	
		Section 801, the partnership shall	
		cause the dissociated partner's	
		interest in the partnership to be	
		purchased for a buyout price	
		determined pursuant to	
		subsection (b).	
		(b) The buyout price of a	
		dissociated partner's interest is	
		the amount that would have been	
		distributable to the dissociating	
		partner under Section 807(b) if,	
		on the date of dissociation, the	
		assets of the partnership were	
		sold at a price equal to the	
		greater of the liquidation value or	
		the value based on a sale of the	
		entire business as a going concern	
		without the dissociated partner	
		and the partnership were wound	
		up as of that date. Interest must	
		be paid from the date of	
		dissociation to the date of	
		payment.	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commente
Company Act (2006)	(2001)	(1997)	Comments
		(c) Damages for wrongful	
		dissociation under Section 602(b),	
		and all other amounts owing,	
		whether or not presently due,	
		from the dissociated partner to	
		the partnership, must be offset	
		against the buyout price. Interest	
		must be paid from the date the	
		amount owed becomes due to	
		the date of payment.	
		(d) A partnership shall indemnify	
		a dissociated partner whose	
		interest is being purchased	
		against all partnership liabilities,	
		whether incurred before or after	
		the dissociation, except liabilities	
		incurred by an act of the	
		dissociated partner under Section	
		702.	
		(e) If no agreement for the	
		purchase of a dissociated	
		partner's interest is reached	
		within 120 days after a written	
		demand for payment, the	
		partnership shall pay, or cause to	
		be paid, in cash to the dissociated	
		partner the amount the	
		partnership estimates to be the	
		buyout price and accrued interest,	
		reduced by any offsets and	
		accrued interest under subsection	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
		(c).	
		(f) If a deferred payment is	
		authorized under subsection (h),	
		the partnership may tender a	
		written offer to pay the amount it	
		estimates to be the buyout price	
		and accrued interest, reduced by	
		any offsets under subsection (c),	
		stating the time of payment, the	
		amount and type of security for	
		payment, and the other terms	
		and conditions of the obligation.	
		(g) The payment or tender	
		required by subsection (e) or (f)	
		must be accompanied by the	
		following:	
		(1) a statement of	
		partnership assets and liabilities	
		as of the date of dissociation;	
		(2) the latest available	
		partnership balance sheet and	
		income statement, if any;	
		(3) an explanation of how	
		the estimated amount of the	
		payment was calculated; and	
		(4) written notice that the	
		payment is in full satisfaction of	
		the obligation to purchase unless,	
		within 120 days after the written	
		notice, the dissociated partner	
		commences an action to	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
		determine the buyout price, any	
		offsets under subsection (c), or	
		other terms of the obligation to	
		purchase.	
		(h) A partner who wrongfully	
		dissociates before the expiration	
		of a definite term or the	
		completion of a particular	
		undertaking is not entitled to	
		payment of any portion of the	
		buyout price until the expiration	
		of the term or completion of the	
		undertaking, unless the partner	
		establishes to the satisfaction of	
		the court that earlier payment will	
		not cause undue hardship to the	
		business of the partnership. A	
		deferred payment must be	
		adequately secured and bear	
		interest.	
		(i) A dissociated partner may	
		maintain an action against the	
		partnership, pursuant to Section	
		405(b)(2)(ii), to determine the	
		buyout price of that partner's	
		interest, any offsets under	
		subsection (c), or other terms of	
		the obligation to purchase. The	
		action must be commenced	
		within 120 days after the	
		partnership has tendered	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
Company Act (2006)	(2001)	payment or an offer to pay or	
		within one year after written	
		demand for payment if no	
		payment or offer to pay is	
		tendered. The court shall	
		determine the buyout price of the	
		dissociated partner's interest, any	
		offset due under subsection (c),	
		and accrued interest, and enter	
		judgment for any additional	
		payment or refund. If deferred	
		payment is authorized under	
		subsection (h), the court shall also	
		determine the security for	
		payment and other terms of the	
		obligation to purchase. The court	
		may assess reasonable attorney's	
		fees and the fees and expenses of	
		appraisers or other experts for a	
		party to the action, in amounts	
		the court finds equitable, against	
		a party that the court finds acted	
		arbitrarily, vexatiously, or not in	
		good faith. The finding may be	
		based on the partnership's failure	
		to tender payment or an offer to	
		pay or to comply with subsection	
		(g).	
	SECTION 606. POWER TO BIND	SECTION 702. DISSOCIATED	Category I as to ULPA and RUPA;
	AND LIABILITY TO LIMITED	PARTNER'S POWER TO BIND AND	Category III as to RULLCA
	PARTNERSHIP BEFORE	LIABILITY TO PARTNERSHIP.	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
	DISSOLUTION OF PARTNERSHIP		
	OF PERSON DISSOCIATED AS	(a) For two years after a partner	
	GENERAL PARTNER.	dissociates without resulting in a	
		dissolution and winding up of the	
	(a) After a person is dissociated	partnership business, the	
	as a general partner and before	partnership, including a surviving	
	the limited partnership is	partnership under [Article] 9, is	
	dissolved, converted under	bound by an act of the dissociated	
	[Article] 11, or merged out of	partner which would have bound	
	existence under [Article 11], the	the partnership under Section 301	
	limited partnership is bound by an	before dissociation only if at the	
	act of the person only if:	time of entering into the	
	(1) the act would have	transaction the other party:	
	bound the limited partnership	(1) reasonably believed	
	under Section 402 before the	that the dissociated partner was	
	dissociation; and	then a partner;	
	(2) at the time the other	(2) did not have notice of	
	party enters into the transaction:	the partner's dissociation; and	
	(A) less than two	(3) is not deemed to have	
	years has passed since the	had knowledge under Section	
	dissociation; and	303(e) or notice under Section	
	(B) the other party	704(c).	
	does not have notice of the	(b) A dissociated partner is liable	
	dissociation and reasonably	to the partnership for any damage	
	believes that the person is a	caused to the partnership arising	
	general partner.	from an obligation incurred by the	
	(b) If a limited partnership is	dissociated partner after	
	bound under subsection (a), the	dissociation for which the	
	person dissociated as a general	partnership is liable under	
	partner which caused the limited	subsection (a).	
	partnership to be bound is liable:		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	Comments
	(1) to the limited		
	partnership for any damage		
	caused to the limited partnership		
	arising from the obligation		
	incurred under subsection (a);		
	and		
	(2) if a general partner or		
	another person dissociated as a		
	general partner is liable for the		
	obligation, to the general partner		
	or other person for any damage		
	caused to the general partner or		
	other person arising from the		
	liability.		
	SECTION 607. LIABILITY TO	SECTION 703. DISSOCIATED	Category I w/r/t RUPA and ULPA;
	OTHER PERSONS OF PERSON	PARTNER'S LIABILITY TO OTHER	Category III w/r/t RULLCA;
	DISSOCIATED AS GENERAL	PERSONS.	
	PARTNER.		check to make sure that RUPA
		(a) A partner's dissociation does	and ULPA provisions adequately
	(a) A person's dissociation as a	not of itself discharge the	handle liabilities for when the
	general partner does not of itself	partner's liability for a partnership	entity was an LLLP or LP
	discharge the person's liability as	obligation incurred before	
	a general partner for an obligation	dissociation. A dissociated	
	of the limited partnership	partner is not liable for a	
	incurred before dissociation.	partnership obligation incurred	
	Except as otherwise provided in	after dissociation, except as	
	subsections (b) and (c), the	otherwise provided in subsection	
	person is not liable for a limited	(b).	
	partnership's obligation incurred	(b) A partner who dissociates	
	after dissociation.	without resulting in a dissolution	
	(b) A person whose dissociation	and winding up of the partnership	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
· · · · ·	as a general partner resulted in a	business is liable as a partner to	
	dissolution and winding up of the	the other party in a transaction	
	limited partnership's activities is	entered into by the partnership,	
	liable to the same extent as a	or a surviving partnership under	
	general partner under Section 404	[Article] 9, within two years after	
	on an obligation incurred by the	the partner's dissociation, only if	
	limited partnership under Section	the partner is liable for the	
	804.	obligation under Section 306 and	
	(c) A person that has dissociated	at the time of entering into the	
	as a general partner but whose	transaction the other party:	
	dissociation did not result in a	(1) reasonably believed	
	dissolution and winding up of the	that the dissociated partner was	
	limited partnership's activities is	then a partner;	
	liable on a transaction entered	(2) did not have notice of	
	into by the limited partnership	the partner's dissociation; and	
	after the dissociation only if:	(3) is not deemed to have	
	 a general partner would 	had knowledge under Section	
	be liable on the transaction; and	303(e) or notice under Section	
	(2) at the time the other party	704(c).	
	enters into the transaction:	(c) By agreement with the	
	(A) less than two years	partnership creditor and the	
	has passed since the dissociation;	partners continuing the business,	
	and	a dissociated partner may be	
	(B) the other party does	released from liability for a	
	not have notice of the	partnership obligation.	
	dissociation and reasonably	(d) A dissociated partner is	
	believes that the person is a	released from liability for a	
	general partner.	partnership obligation if a	
	(d) By agreement with a creditor	partnership creditor, with notice	
	of a limited partnership and the	of the partner's dissociation but	
	limited partnership, a person	without the partner's consent,	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
	dissociated as a general partner	agrees to a material alteration in	
	may be released from liability for	the nature or time of payment of	
	an obligation of the limited	a partnership obligation.	
	partnership.		
	(e) A person dissociated as a		
	general partner is released from		
	liability for an obligation of the		
	limited partnership if the limited		
	partnership's creditor, with notice		
	of the person's dissociation as a		
	general partner but without the		
	person's consent, agrees to a		
	material alteration in the nature		
	or time of payment of the		
	obligation.		
	SECTION 605. EFFECT OF	SECTION 704. STATEMENT OF	Category I w/r/t ULPA and RUPA
	DISSOCIATION AS GENERAL	DISSOCIATION.	Category III w/r/t RULLCA
	PARTNER.		
	(a) Upon a	(a) A dissociated partner or the	
	person's dissociation as a general	partnership may file a statement	
	partner:	of dissociation stating the name	
		of the partnership and that the	
	(4) the	partner is dissociated from the	
	person may sign and deliver to	partnership.	
	the [Secretary of State] for filing a	(b) A statement of dissociation is	
	statement of dissociation	a limitation on the authority of a	
	pertaining to the person and, at	dissociated partner for the	
	the request of the limited	purposes of Section 303(d) and	
	partnership, shall sign an	(e).	
	amendment to the certificate of	(c) For the purposes of Sections	
	limited partnership which states	702(a)(3) and 703(b)(3), a person	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	
Company Act (2006)	(2001)	(1997)	Comments
	that the person has dissociated;	not a partner is deemed to have	
	See also Section 103(d):	notice of the dissociation 90 days	
	(d) A person has notice of:	after the statement of	
	(1)	dissociation is filed.	
	another person's dissociation as a		
	general partner, 90 days after the		
	effective date of an amendment		
	to the certificate of limited		
	partnership which states that the		
	other person has dissociated or		
	90 days after the effective date of		
	a statement of dissociation		
	pertaining to the other person, whichever occurs first		
		SECTION 705. CONTINUED USE	Category III
		OF PARTNERSHIP NAME.	
		Continued use of a partnership	
		name, or a dissociated partner's	
		name as part thereof, by partners	
		continuing the business does not	
		of itself make the dissociated	
		partner liable for an obligation of	
		the partners or the partnership	
		continuing the business.	
[ARTICLE] 7	[ARTICLE] 8 DISSOLUTION	[ARTICLE] 8 WINDING UP	
DISSOLUTION AND WINDING UP		PARTNERSHIP BUSINESS	
SECTION 701. EVENTS CAUSING	SECTION 801. NONJUDICIAL	SECTION 801. EVENTS CAUSING	B/c some elements may be
DISSOLUTION.	DISSOLUTION.	DISSOLUTION AND WINDING UP	Category I, others Category II,
		OF PARTNERSHIP BUSINESS.	and others Category III, the co-
(a) A limited liability company is	Except as otherwise provided in		reporters recommend going

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
dissolved, and its activities must	Section 802, a limited partnership	A partnership is dissolved, and its	through these provisions
be wound up, upon the	is dissolved, and its activities must	business must be wound up, only	(including ULPA 802) under
occurrence of any of the	be wound up, only upon the	upon the occurrence of any of the	Category II
following:	occurrence of any of the	following events:	
(1) an event or	following:	(1) in a partnership at will,	
circumstance that the operating	(1) the happening of an event	the partnership's having notice	
agreement states causes	specified in the partnership	from a partner, other than a	
dissolution;	agreement;	partner who is dissociated under	
(2) the consent of all the	(2) the consent of all general	Section 601(2) through (10), of	
members;	partners and of limited partners	that partner's express will to	
(3) the passage of 90	owning a majority of the rights to	withdraw as a partner, or on a	
consecutive days during which the	receive distributions as limited	later date specified by the	
company has no members;	partners at the time the consent	partner;	
(4) on application by a	is to be effective;	(2) in a partnership for a	
member, the entry by	(3) after the dissociation of a	definite term or particular	
[appropriate court] of an order	person as a general partner:	undertaking:	
dissolving the company on the	(A) if the limited	(i) within 90 days	
grounds that:	partnership has at least one	after a partner's dissociation by	
(A) the conduct of	remaining general partner, the	death or otherwise under Section	
all or substantially all of the	consent to dissolve the limited	601(6) through (10) or wrongful	
company's activities is unlawful;	partnership given within 90 days	dissociation under Section 602(b),	
or	after the dissociation by partners	the express will of at least half of	
(B) it is not	owning a majority of the rights to	the remaining partners to wind up	
reasonably practicable to carry on	receive distributions as partners	the partnership business, for	
the company's activities in	at the time the consent is to be	which purpose a partner's rightful	
conformity with the certificate of	effective; or	dissociation pursuant to Section	
organization and the operating	(B) if the limited	602(b)(2)(i) constitutes the	
agreement; or	partnership does not have a	expression of that partner's will to	
(5) on application by a	remaining general partner, the	wind up the partnership business;	
member, the entry by	passage of 90 days after the	(ii) the express	
[appropriate court] of an order	dissociation, unless before the	will of all of the partners to wind	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
dissolving the company on the	end of the period:	up the partnership business; or	
grounds that the managers or	(i) consent to	(iii) the expiration	
those members in control of the	continue the activities of the	of the term or the completion of	
company:	limited partnership and admit at	the undertaking;	
(A) have acted,	least one general partner is given	(3) an event agreed to in	
are acting, or will act in a manner	by limited partners owning a	the partnership agreement	
that is illegal or fraudulent; or	majority of the rights to receive	resulting in the winding up of the	
(B) have acted or	distributions as limited partners	e	
. ,	at the time the consent is to be	partnership business;	
are acting in a manner that is		(4) an event that makes it	
oppressive and was, is, or will be	effective; and	unlawful for all or substantially all	
directly harmful to the applicant.	(ii) at least one person	of the business of the partnership	
(b) In a proceeding brought under $(a)(5)$ the court may	is admitted as a general partner in	to be continued, but a cure of	
subsection (a)(5), the court may	accordance with the consent;	illegality within 90 days after	
order a remedy other than	(4) the passage of 90 days	notice to the partnership of the	
dissolution.	after the dissociation of the	event is effective retroactively to	
	limited partnership's last limited	the date of the event for purposes	
	partner, unless before the end of	of this section;	
	the period the limited partnership	(5) on application by a	
	admits at least one limited	partner, a judicial determination	
	partner; or	that:	
	(5) the signing and filing of a	(i) the economic	
	declaration of dissolution by the	purpose of the partnership is	
	[Secretary of State] under Section	likely to be unreasonably	
	809(c).	frustrated;	
		(ii) another	
	SECTION 802. JUDICIAL	partner has engaged in conduct	
	DISSOLUTION.	relating to the partnership	
		business which makes it not	
	On application by a partner the	reasonably practicable to carry on	
	[appropriate court] may order	the business in partnership with	
	dissolution of a limited	that partner; or	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
	partnership if it is not reasonably	(iii) it is not	
	practicable to carry on the	otherwise reasonably practicable	
	activities of the limited	to carry on the partnership	
	partnership in conformity with	business in conformity with the	
	the partnership agreement.	partnership agreement; or	
		(6) on application by a	
		transferee of a partner's	
		transferable interest, a judicial	
		determination that it is equitable	
		to wind up the partnership	
		business:	
		(i) after the	
		expiration of the term or	
		completion of the undertaking, if	
		the partnership was for a definite	
		term or particular undertaking at	
		the time of the transfer or entry	
		of the charging order that gave	
		rise to the transfer; or	
		(ii) at any time, if	
		the partnership was a partnership	
		at will at the time of the transfer	
		or entry of the charging order that	
		gave rise to the transfer.	
		SECTION 802. PARTNERSHIP	Category II
		CONTINUES AFTER DISSOLUTION.	
		(a) Subject to subsection (b), a	
		partnership continues after	
		dissolution only for the purpose	
		of winding up its business. The	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commente
Company Act (2006)	(2001)	(1997)	Comments
		partnership is terminated when	
		the winding up of its business is	
		completed.	
		(b) At any time after the	
		dissolution of a partnership and	
		before the winding up of its	
		business is completed, all of the	
		partners, including any	
		dissociating partner other than a	
		wrongfully dissociating partner,	
		may waive the right to have the	
		partnership's business wound up	
		and the partnership terminated.	
		In that event:	
		(1) the	
		partnership resumes carrying on	
		its business as if dissolution had	
		never occurred, and any liability	
		incurred by the partnership or a	
		partner after the dissolution and	
		before the waiver is determined	
		as if dissolution had never	
		occurred; and	
		(2) the rights of a	
		third party accruing under Section	
		804(1) or arising out of conduct in	
		reliance on the dissolution before	
		the third party knew or received a	
		notification of the waiver may not	
		be adversely affected	
SECTION 702. WINDING UP.	SECTION 803. WINDING UP.	S SECTION 803. RIGHT TO WIND	Category I

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
		UP PARTNERSHIP BUSINESS.	
(a) A dissolved limited liability	(a) A limited partnership		
company shall wind up its	continues after dissolution only	(a) After dissolution, a partner	
activities, and the company	for the purpose of winding up its	who has not wrongfully	
continues after dissolution only	activities.	dissociated may participate in	
for the purpose of winding up.	(b) In winding up its activities, the	winding up the partnership's	
(b) In winding up its activities, a	limited partnership:	business, but on application of	
limited liability company:	(1) may amend its	any partner, partner's legal	
(1) shall discharge the	certificate of limited partnership	representative, or transferee, the	
company's debts, obligations, or	to state that the limited	[designate the appropriate court],	
other liabilities, settle and close	partnership is dissolved, preserve	for good cause shown, may order	
the company's activities, and	the limited partnership business	judicial supervision of the winding	
marshal and distribute the assets	or property as a going concern for	up.	
of the company; and	a reasonable time, prosecute and		
(2) may:	defend actions and proceedings,	(b) The legal representative of	
(A) deliver to the	whether civil, criminal, or	the last surviving partner may	
[Secretary of State] for filing a	administrative, transfer the	wind up a partnership's business.	
statement of dissolution stating	limited partnership's property,		
the name of the company and	settle disputes by mediation or	(c) A person winding up a	
that the company is dissolved;	arbitration, file a statement of	partnership's business may	
(B) preserve the	termination as provided in Section	preserve the partnership business	
company activities and property	203, and perform other necessary	or property as a going concern for	
as a going concern for a	acts; and	a reasonable time, prosecute and	
reasonable time;	(2) shall discharge the	defend actions and proceedings,	
(C) prosecute and	limited partnership's liabilities,	whether civil, criminal, or	
defend actions and proceedings,	settle and close the limited	administrative, settle and close	
whether civil, criminal, or	partnership's activities, and	the partnership's business,	
administrative;	marshal and distribute the assets	dispose of and transfer the	
(D) transfer the	of the partnership.	partnership's property, discharge	
company's property;	(c) If a dissolved limited	the partnership's liabilities,	
(E) settle disputes	partnership does not have a	distribute the assets of the	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
by mediation or arbitration;	general partner, a person to wind	partnership pursuant to Section	
(F) deliver to the	up the dissolved limited	807, settle disputes by mediation	
[Secretary of State] for filing a	partnership's activities may be	or arbitration, and perform other	
statement of termination stating	appointed by the consent of	necessary acts.	
the name of the company and	limited partners owning a		
that the company is terminated;	majority of the rights to receive		
and	distributions as limited partners		
(G) perform other	at the time the consent is to be		
acts necessary or appropriate to	effective. A person appointed		
the winding up.	under this subsection:		
(c) If a dissolved limited liability	(1) has the powers of		
company has no members, the	a general partner under Section		
legal representative of the last	804; and		
person to have been a member	(2) shall promptly		
may wind up the activities of the	amend the certificate of limited		
company. If the person does so,	partnership to state:		
the person has the powers of a	(A) that the		
sole manager under Section	limited partnership does not have		
407(c) and is deemed to be a	a general partner;		
manager for the purposes of	(B) the name of		
Section 304(a)(2).	the person that has been		
(d) If the legal representative	appointed to wind up the limited		
under subsection (c) declines or	partnership; and		
fails to wind up the company's	(C) the street and		
activities, a person may be	mailing address of the person.		
appointed to do so by the consent	(d) On the application of		
of transferees owning a majority	any partner, the [appropriate		
of the rights to receive	court] may order judicial		
distributions as transferees at the	supervision of the winding up,		
time the consent is to be	including the appointment of a		
effective. A person appointed	person to wind up the dissolved		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
under this subsection:	limited partnership's activities, if:		
(1) has the powers of a	(1) a limited		
sole manager under Section	partnership does not have a		
407(c) and is deemed to be a	general partner and within a		
manager for the purposes of	reasonable time following the		
Section 304(a)(2); and	dissolution no person has been		
(2) shall promptly deliver	appointed pursuant to subsection		
to the [Secretary of State] for	(c); or		
filing an amendment to the	(2) the applicant		
company's certificate of	establishes other good cause.		
organization to:			
(A) state that the			
company has no members;			
(B) state that the			
person has been appointed			
pursuant to this subsection to			
wind up the company; and			
(C) provide the			
street and mailing addresses of			
the person.			
(e) The [appropriate court] may			
order judicial supervision of the			
winding up of a dissolved limited			
liability company, including the			
appointment of a person to wind			
up the company's activities:			
(1) on application of a			
member, if the applicant			
establishes good cause;			
(2) on the application of a			
transferee, if:			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
(A) the company			
does not have any members;			
(B) the legal			
representative of the last person			
to have been a member declines			
or fails to wind up the company's			
activities; and			
(C) within a			
reasonable time following the			
dissolution a person has not been			
appointed pursuant to subsection			
(c); or			
(3) in connection with a			
proceeding under Section			
701(a)(4) or (5).	SECTION 804. POWER OF	SECTION 804. PARTNER'S	Category I w/r/t ULPA and RUPA
	GENERAL PARTNER AND PERSON	POWER TO BIND PARTNERSHIP	Category I w/I/t OLPA and ROPA
	DISSOCIATED AS GENERAL	AFTER DISSOLUTION.	
	PARTNER TO BIND PARTNERSHIP	AFTER DISSOLUTION.	
	AFTER DISSOLUTION.	Subject to Section 805, a	
	AFTER DISSOLUTION.	partnership is bound by a	
	(a) A limited partnership is bound	partner's act after dissolution	
	by a general partner's act after	that:	
	dissolution which:	(1) is appropriate for	
	(1) is appropriate for	winding up the partnership	
	winding up the limited	business; or	
	partnership's activities; or	(2) would have bound the	
	(2) would have bound the	partnership under Section 301	
	limited partnership under Section	before dissolution, if the other	
	402 before dissolution, if, at the	party to the transaction did not	
	time the other party enters into	have notice of the dissolution.	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
	the transaction, the other party		
	does not have notice of the		
	dissolution.		
	(b) A person dissociated as a		
	general partner binds a limited		
	partnership through an act		
	occurring after dissolution if:		
	(1) at the time the other		
	party enters into the transaction:		
	(A) less than two		
	years has passed since the		
	dissociation; and		
	(B) the other party		
	does not have notice of the		
	dissociation and reasonably		
	believes that the person is a		
	general partner; and		
	(2) the act:		
	(A) is appropriate		
	for winding up the limited		
	partnership's activities; or		
	(B) would have		
	bound the limited partnership		
	under Section 402 before		
	dissolution and at the time the		
	other party enters into the		
	transaction the other party does		
	not have notice of the dissolution.		
SECTION 702(b)(2)(A)		SECTION 805. STATEMENT OF	Category I as to contents and to
(b) In winding up its activities, a	ULPA – amendment to certificate	DISSOLUTION.	location within each "spoke"
limited liability company:			

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	See also Sec. 102(d) A person has	(a) After dissolution, a partner	
(2) may:	notice of:	who has not wrongfully	
(A) deliver to the	(2) a limited partnership's	dissociated may file a statement	
[Secretary of State] for filing a	dissolution, 90 days after the	of dissolution stating the name of	
statement of dissolution stating	effective date of an amendment	the partnership and that the	
the name of the company and	to the certificate of limited	partnership has dissolved and is	
that the company is dissolved;	partnership stating that the	winding up its business.	
	limited partnership is dissolved;	(b) A statement of dissolution	
		cancels a filed statement of	
		partnership authority for the	
		purposes of Section 303(d) and is	
		a limitation on authority for the	
		purposes of Section 303(e).	
		(c) For the purposes of Sections	
		301 and 804, a person not a	
		partner is deemed to have notice	
		of the dissolution and the	
		limitation on the partners'	
		authority as a result of the	
		statement of dissolution 90 days	
		after it is filed.	
		(d) After filing and, if appropriate,	
		recording a statement of	
		dissolution, a dissolved	
		partnership may file and, if	
		appropriate, record a statement	
		of partnership authority which	
		will operate with respect to a	
		person not a partner as provided	
		in Section 303(d) and (e) in any	
		transaction, whether or not the	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	(2001)	transaction is appropriate for	
		winding up the partnership	
		business.	
Section 702(b)(2)(F)	SECTION 203. STATEMENT OF		Category I w/r/t ULPA and
(b) In winding up its activities, a	TERMINATION.		RULLCA and Category II w/r/t
limited liability company:			RUPA (and especially RUPA LLP)
	A dissolved limited partnership		
(2) may:	that has completed winding up		RUPA § 1001(h) provides:
	may deliver to the [Secretary of		"An amendment or cancellation
(F) deliver to the	State] for filing a statement of		of a statement of qualification is
[Secretary of State] for filing a	termination that states:		effective when it is filed or on a
statement of termination stating	(1) the name of the limited		deferred effective date specified
the name of the company and	partnership;		in the amendment or
that the company is terminated;	(2) the date of filing of its initial		cancellation." This cancellation
and	certificate of limited partnership;		"merely" ends LLP status and
	and		does not signify that the entity
	(3) any other information as		has ceased to exist (nor even
	determined by the general		dissolved).
	partners filing the statement or by		
	a person appointed pursuant to		
	Section 803(c) or (d).		
	SECTION 805. LIABILITY AFTER	SECTION 806. PARTNER'S	Category I w/r/t ULPA and RUPA;
	DISSOLUTION OF GENERAL	LIABILITY TO OTHER PARTNERS	Category III w/r/t RULLCA
	PARTNER AND PERSON	AFTER DISSOLUTION.	
	DISSOCIATED AS GENERAL		
	PARTNER TO LIMITED	(a) Except as otherwise provided	
	PARTNERSHIP, OTHER GENERAL	in subsection (b) and Section 306,	
	PARTNERS, AND PERSONS	after dissolution a partner is liable	
	DISSOCIATED AS GENERAL	to the other partners for the	
	PARTNER.	partner's share of any partnership	
		liability incurred under Section	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	(a) If a general partner having	804.	
	knowledge of the dissolution	(b) A partner who, with	
	causes a limited partnership to	knowledge of the dissolution,	
	incur an obligation under Section	incurs a partnership liability under	
	804(a) by an act that is not	Section 804(2) by an act that is	
	appropriate for winding up the	not appropriate for winding up	
	partnership's activities, the	the partnership business is liable	
	general partner is liable:	to the partnership for any damage	
	(1) to the limited	caused to the partnership arising	
	partnership for any damage	from the liability.	
	caused to the limited partnership		
	arising from the obligation; and		
	(2) if another general		
	partner or a person dissociated as		
	a general partner is liable for the		
	obligation, to that other general		
	partner or person for any damage		
	caused to that other general		
	partner or person arising from the		
	liability.		
	(b) If a person dissociated as a		
	general partner causes a limited		
	partnership to incur an obligation		
	under Section 804(b), the person		
	is liable:		
	(1) to the limited		
	partnership for any damage		
	caused to the limited partnership		
	arising from the obligation; and		
	(2) if a general partner or		
	another person dissociated as a		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Common to
Company Act (2006)	(2001)	(1997)	Comments
	general partner is liable for the		
	obligation, to the general partner		
	or other person for any damage		
	caused to the general partner or		
	other person arising from the		
	liability.		
SECTION 703. KNOWN CLAIMS	SECTION 806. KNOWN CLAIMS		Category I (including for LLP, with
AGAINST DISSOLVED LIMITED	AGAINST DISSOLVED LIMITED		ULPA variation for "unshielded"
LIABILITY COMPANY.	PARTNERSHIP.		time periods) – query whether to
			refer to updated RMBCA
(a) Except as otherwise provided	(a) A dissolved limited		language; also
in subsection (d), a dissolved	partnership may dispose of the		query whether to consider for
limited liability company may give	known claims against it by		HUB, for all entities that lack
notice of a known claim under	following the procedure described		owner liability under their
subsection (b), which has the	in subsection (b).		respective spokes
effect as provided in subsection	(b) A dissolved limited		
(c).	partnership may notify its known		
(b) A dissolved limited liability	claimants of the dissolution in a		
company may in a record notify	record. The notice must:		
its known claimants of the	(1) specify the		
dissolution. The notice must:	information required to be		
(1) specify the	included in a claim;		
information required to be	(2) provide a mailing		
included in a claim;	address to which the claim is to		
(2) provide a mailing	be sent;		
address to which the claim is to	(3) state the deadline for		
be sent;	receipt of the claim, which may		
(3) state the deadline for	not be less than 120 days after		
receipt of the claim, which may	the date the notice is received by		
not be less than 120 days after	the claimant;		
the date the notice is received by	(4) state that the claim		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
the claimant; and	will be barred if not received by		
(4) state that the claim	the deadline; and		
will be barred if not received by	(5) unless the limited		
the deadline.	partnership has been throughout		
(c) A claim against a dissolved	its existence a limited liability		
limited liability company is barred	limited partnership, state that the		
if the requirements of subsection	barring of a claim against the		
(b) are met and:	limited partnership will also bar		
(1) the claim is not	any corresponding claim against		
received by the specified	any general partner or person		
deadline; or	dissociated as a general partner		
(2) if the claim is timely	which is based on Section 404.		
received but rejected by the	(c) A claim against a dissolved		
company:	limited partnership is barred if the		
(A) the company	requirements of subsection (b)		
causes the claimant to receive a	are met and:		
notice in a record stating that the	(1) the claim is not		
claim is rejected and will be	received by the specified		
barred unless the claimant	deadline; or		
commences an action against the	(2) in the case of a claim		
company to enforce the claim	that is timely received but		
within 90 days after the claimant	rejected by the dissolved limited		
receives the notice; and	partnership, the claimant does		
(B) the claimant	not commence an action to		
does not commence the required	enforce the claim against the		
action within the 90 days.	limited partnership within 90 days		
(d) This section does not apply to	after the receipt of the notice of		
a claim based on an event	the rejection.		
occurring after the effective date	(d) This section does not apply to		
of dissolution or a liability that on	a claim based on an event		
that date is contingent.	occurring after the effective date		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
	of dissolution or a liability that is		
	contingent on that date.		
SECTION 704. OTHER CLAIMS	SECTION 807. OTHER CLAIMS		Category I (including for LLP, with
AGAINST DISSOLVED LIMITED	AGAINST DISSOLVED LIMITED		ULPA variation for "unshielded"
LIABILITY COMPANY.	PARTNERSHIP.		time periods) – query whether to
			refer to updated RMBCA
(a) A dissolved limited liability	(a) A dissolved limited		language; also
company may publish notice of its	partnership may publish notice of		query whether to consider for
dissolution and request persons	its dissolution and request		HUB, for all entities that lack
having claims against the	persons having claims against the		owner liability under their
company to present them in	limited partnership to present		respective spokes
accordance with the notice.	them in accordance with the		
(b) The notice authorized by	notice.		
subsection (a) must:	(b) The notice must:		
(1) be published at least	(1) be published at least		
once in a newspaper of general	once in a newspaper of general		
circulation in the [county] in this	circulation in the [county] in		
state in which the dissolved	which the dissolved limited		
limited liability company's	partnership's principal office is		
principal office is located or, if it	located or, if it has none in this		
has none in this state, in the	State, in the [county] in which the		
[county] in which the company's	limited partnership's designated		
designated office is or was last	office is or was last located;		
located;	(2) describe the		
(2) describe the	information required to be		
information required to be	contained in a claim and provide a		
contained in a claim and provide a	mailing address to which the		
mailing address to which the	claim is to be sent;		
claim is to be sent; and	(3) state that a claim		
(3) state that a claim	against the limited partnership is		
against the company is barred	barred unless an action to enforce		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
unless an action to enforce the	the claim is commenced within		
claim is commenced within five	five years after publication of the		
years after publication of the	notice; and		
notice.	(4) unless the limited		
(c) If a dissolved limited liability	partnership has been throughout		
company publishes a notice in	its existence a limited liability		
accordance with subsection (b),	limited partnership, state that the		
unless the claimant commences	barring of a claim against the		
an action to enforce the claim	limited partnership will also bar		
against the company within five	any corresponding claim against		
years after the publication date of	any general partner or person		
the notice, the claim of each of	dissociated as a general partner		
the following claimants is barred:	which is based on Section 404.		
(1) a claimant that did not	(c) If a dissolved limited		
receive notice in a record under	partnership publishes a notice in		
Section 703;	accordance with subsection (b),		
(2) a claimant whose	the claim of each of the following		
claim was timely sent to the	claimants is barred unless the		
company but not acted on; and	claimant commences an action to		
(3) a claimant whose	enforce the claim against the		
claim is contingent at, or based on	dissolved limited partnership		
an event occurring after, the	within five years after the		
effective date of dissolution.	publication date of the notice:		
(d) A claim not barred under this	(1) a claimant that did not		
section may be enforced:	receive notice in a record under		
(1) against a dissolved	Section 806;		
limited liability company, to the	(2) a claimant whose		
extent of its undistributed assets;	claim was timely sent to the		
and	dissolved limited partnership but		
(2) if assets of the	not acted on; and		
company have been distributed	(3) a claimant whose		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
after dissolution, against a	claim is contingent or based on an		
member or transferee to the	event occurring after the effective		
extent of that person's	date of dissolution.		
proportionate share of the claim	(d) A claim not barred under this		
or of the assets distributed to the	section may be enforced:		
member or transferee after	against the dissolved		
dissolution, whichever is less, but	limited partnership, to the extent		
a person's total liability for all	of its undistributed assets;		
claims under this paragraph does	(2) if the assets have been		
not exceed the total amount of	distributed in liquidation, against		
assets distributed to the person	a partner or transferee to the		
after dissolution.	extent of that person's		
	proportionate share of the claim		
	or the limited partnership's assets		
	distributed to the partner or		
	transferee in liquidation,		
	whichever is less, but a person's		
	total liability for all claims under		
	this paragraph does not exceed		
	the total amount of assets		
	distributed to the person as part		
	of the winding up of the dissolved		
	limited partnership; or		
	(3) against any person		
	liable on the claim under Section		
	404.		
	SECTION 808. LIABILITY OF		Category 1 as to LLP, if "claims"
	GENERAL PARTNER AND PERSON		sections are added to RUPA for
	DISSOCIATED AS GENERAL		LLPs;
	PARTNER WHEN CLAIM AGAINST		
	LIMITED PARTNERSHIP BARRED.		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	Comments
	If a claim against a dissolved limited partnership is barred under Section 806 or 807, any		
	corresponding claim under		
	Section 404 is also barred.		
SECTION 705. ADMINISTRATIVE	SECTION 809. ADMINISTRATIVE		in the HUB, Part Six; but note
DISSOLUTION.	DISSOLUTION.		that RUPA § 1001(c)(3) provides
 (a) The [Secretary of State] may dissolve a limited liability company administratively if the company does not: (1) pay, within 60 days after the due date, any fee, tax, or penalty due to the [Secretary of State] under this [act] or law other than this [act]; or (2) deliver, within 60 days after the due date, its annual report to the [Secretary of State]. 	 (a) The [Secretary of State] may dissolve a limited partnership administratively if the limited partnership does not, within 60 days after the due date: (1) pay any fee, tax, or penalty due to the [Secretary of State] under this [Act] or other law; or (2) deliver its annual report to the [Secretary of State]. (b) If the [Secretary of State] 		for administrative revocation of LLP status
(b) If the [Secretary of State]	determines that a ground exists		
determines that a ground exists	for administratively dissolving a		
for administratively dissolving a	limited partnership, the		
limited liability company, the	[Secretary of State] shall file a		
[Secretary of State] shall file a	record of the determination and		
record of the determination and	serve the limited partnership with		
serve the company with a copy of	a copy of the filed record.		
the filed record.	(c) If within 60 days after service		
(c) If within 60 days after service	of the copy the limited		
of the copy pursuant to	partnership does not correct each		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
subsection (b) a limited liability	ground for dissolution or		
company does not correct each	demonstrate to the reasonable		
ground for dissolution or	satisfaction of the [Secretary of		
demonstrate to the reasonable	State] that each ground		
satisfaction of the [Secretary of	determined by the [Secretary of		
State] that each ground	State] does not exist, the		
determined by the [Secretary of	[Secretary of State] shall		
State] does not exist, the	administratively dissolve the		
[Secretary of State] shall dissolve	limited partnership by preparing,		
the company administratively by	signing and filing a declaration of		
preparing, signing, and filing a	dissolution that states the		
declaration of dissolution that	grounds for dissolution. The		
states the grounds for dissolution.	[Secretary of State] shall serve the		
The [Secretary of State] shall	limited partnership with a copy of		
serve the company with a copy of	the filed declaration.		
the filed declaration.	(d) A limited partnership		
(d) A limited liability company	administratively dissolved		
that has been administratively	continues its existence but may		
dissolved continues in existence	carry on only activities necessary		
but, subject to Section 706, may	to wind up its activities and		
carry on only activities necessary	liquidate its assets under Sections		
to wind up its activities and	803 and 812 and to notify		
liquidate its assets under Sections	claimants under Sections 806 and		
702 and 708 and to notify	807.		
claimants under Sections 703 and	(e) The administrative dissolution		
704.	of a limited partnership does not		
(e) The administrative dissolution	terminate the authority of its		
of a limited liability company does	agent for service of process.		
not terminate the authority of its			
agent for service of process.			
SECTION 706. REINSTATEMENT	SECTION 810. REINSTATEMENT		HUB, Part 6

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
FOLLOWING ADMINISTRATIVE	FOLLOWING ADMINISTRATIVE		
DISSOLUTION.	DISSOLUTION.		
(a) A limited liability company that	(a) A limited partnership that has		
has been administratively	been administratively dissolved		
dissolved may apply to the	may apply to the [Secretary of		
[Secretary of State] for	State] for reinstatement within		
reinstatement within two years	two years after the effective date		
after the effective date of	of dissolution. The application		
dissolution. The application must	must be delivered to the		
be delivered to the [Secretary of	[Secretary of State] for filing and		
State] for filing and state:	state:		
(1) the name of the	(1) the name of the		
company and the effective date of	limited partnership and the		
its dissolution;	effective date of its administrative		
(2) that the grounds for	dissolution;		
dissolution did not exist or have	(2) that the grounds for		
been eliminated; and	dissolution either did not exist or		
(3) that the company's	have been eliminated; and		
name satisfies the requirements	(3) that the limited		
of Section 108.	partnership's name satisfies the		
(b) If the [Secretary of State]	requirements of Section 108.		
determines that an application	(b) If the [Secretary of State]		
under subsection (a) contains the	determines that an application		
required information and that the	contains the information required		
information is correct, the	by subsection (a) and that the		
[Secretary of State] shall prepare	information is correct, the		
a declaration of reinstatement	[Secretary of State] shall prepare		
that states this determination,	a declaration of reinstatement		
sign and file the original of the	that states this determination,		
declaration of reinstatement, and	sign, and file the original of the		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
serve the limited liability company	declaration of reinstatement, and		
with a copy.	serve the limited partnership with		
(c) When a reinstatement	а сору.		
becomes effective, it relates back	(c) When reinstatement becomes		
to and takes effect as of the	effective, it relates back to and		
effective date of the	takes effect as of the effective		
administrative dissolution and the	date of the administrative		
limited liability company may	dissolution and the limited		
resume its activities as if the	partnership may resume its		
dissolution had not occurred.	activities as if the administrative		
	dissolution had never occurred.		
SECTION 707. APPEAL FROM	SECTION 811. APPEAL FROM		HUB, Part 6
REJECTION OF REINSTATEMENT.	DENIAL OF REINSTATEMENT.		
(a) If the [Secretary of State]	(a) If the [Secretary of State]		
rejects a limited liability	denies a limited partnership's		
company's application for	application for reinstatement		
reinstatement following	following administrative		
administrative dissolution, the	dissolution, the [Secretary of		
[Secretary of State] shall prepare,	State] shall prepare, sign and file a		
sign, and file a notice that	notice that explains the reason or		
explains the reason for rejection	reasons for denial and serve the		
and serve the company with a	limited partnership with a copy of		
copy of the notice.	the notice.		
(b) Within 30 days after service of	(b) Within 30 days after service of		
a notice of rejection of	the notice of denial, the limited		
reinstatement under subsection	partnership may appeal from the		
(a), a limited liability company	denial of reinstatement by		
may appeal from the rejection by	petitioning the [appropriate		
petitioning the [appropriate	court] to set aside the dissolution.		
court] to set aside the dissolution.	The petition must be served on		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
The petition must be served on	the [Secretary of State] and		
the [Secretary of State] and	contain a copy of the [Secretary of		
contain a copy of the [Secretary of	State's] declaration of dissolution,		
State's] declaration of dissolution,	the limited partnership's		
the company's application for	application for reinstatement, and		
reinstatement, and the [Secretary	the [Secretary of State's] notice of		
of State's] notice of rejection.	denial.		
(c) The court may order the	(c) The court may summarily		
[Secretary of State] to reinstate a	order the [Secretary of State] to		
dissolved limited liability company	reinstate the dissolved limited		
or take other action the court	partnership or may take other		
considers appropriate.	action the court considers		
	appropriate.		
SECTION 708. DISTRIBUTION OF	SECTION 812. DISPOSITION OF	SECTION 807. SETTLEMENT OF	Category I for items that are the
ASSETS IN WINDING UP LIMITED	ASSETS; WHEN CONTRIBUTIONS	ACCOUNTS AND CONTRIBUTIONS	same regardless of whether the
LIABILITY COMPANY'S	REQUIRED.	AMONG PARTNERS.	entity was completely shield; for
ACTIVITIES.			unshielded-related items (e.g.,
	(a) In winding up a limited	(a) In winding up a partnership's	obligation to contribute),
(a) In winding up its activities, a	partnership's activities, the assets	business, the assets of the	Category I between
limited liability company must	of the limited partnership,	partnership, including the	
apply its assets to discharge its	including the contributions	contributions of the partners	(query whether for HUB?)
obligations to creditors, including	required by this section, must be	required by this section, must be	
members that are creditors.	applied to satisfy the limited	applied to discharge its	
(b) After a limited liability	partnership's obligations to	obligations to creditors, including,	
company complies with	creditors, including, to the extent	to the extent permitted by law,	
subsection (a), any surplus must	permitted by law, partners that	partners who are creditors. Any	
be distributed in the following	are creditors.	surplus must be applied to pay in	
order, subject to any charging	(b) Any surplus remaining after	cash the net amount distributable	
order in effect under Section 503:	the limited partnership complies	to partners in accordance with	
(1) to each person owning	with subsection (a) must be paid	their right to distributions under	
a transferable interest that	in cash as a distribution.	subsection (b).	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
reflects contributions made by a	(c) If a limited partnership's	(b) Each partner is entitled to a	
member and not previously	assets are insufficient to satisfy all	settlement of all partnership	
returned, an amount equal to the	of its obligations under subsection	accounts upon winding up the	
value of the unreturned	(a), with respect to each	partnership business. In settling	
contributions; and	unsatisfied obligation incurred	accounts among the partners,	
(2) in equal shares among	when the limited partnership was	profits and losses that result from	
members and dissociated	not a limited liability limited	the liquidation of the partnership	
members, except to the extent	partnership, the following rules	assets must be credited and	
necessary to comply with any	apply:	charged to the partners' accounts.	
transfer effective under Section	(1) Each person that was	The partnership shall make a	
502.	a general partner when the	distribution to a partner in an	
(c) If a limited liability company	obligation was incurred and that	amount equal to any excess of the	
does not have sufficient surplus to	has not been released from the	credits over the charges in the	
comply with subsection (b)(1), any	obligation under Section 607 shall	partner's account. A partner shall	
surplus must be distributed	contribute to the limited	contribute to the partnership an	
among the owners of transferable	partnership for the purpose of	amount equal to any excess of the	
interests in proportion to the	enabling the limited partnership	charges over the credits in the	
value of their respective	to satisfy the obligation. The	partner's account but excluding	
unreturned contributions.	contribution due from each of	from the calculation charges	
(d) All distributions made under	those persons is in proportion to	attributable to an obligation for	
subsections (b) and (c) must be	the right to receive distributions	which the partner is not	
paid in money.	in the capacity of general partner	personally liable under Section	
	in effect for each of those persons	306.	
	when the obligation was incurred.	(c) If a partner fails to contribute	
	(2) If a person does not	the full amount required under	
	contribute the full amount	subsection (b), all of the other	
	required under paragraph (1) with	partners shall contribute, in the	
	respect to an unsatisfied	proportions in which those	
	obligation of the limited	partners share partnership losses,	
	partnership, the other persons	the additional amount necessary	
	required to contribute by	to satisfy the partnership	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Community.
Company Act (2006)	(2001)	(1997)	Comments
	paragraph (1) on account of the	obligations for which they are	
	obligation shall contribute the	personally liable under Section	
	additional amount necessary to	306. A partner or partner's legal	
	discharge the obligation. The	representative may recover from	
	additional contribution due from	the other partners any	
	each of those other persons is in	contributions the partner makes	
	proportion to the right to receive	to the extent the amount	
	distributions in the capacity of	contributed exceeds that	
	general partner in effect for each	partner's share of the partnership	
	of those other persons when the	obligations for which the partner	
	obligation was incurred.	is personally liable under Section	
	(3) If a person does not	306.	
	make the additional contribution	(d) After the settlement of	
	required by paragraph (2), further	accounts, each partner shall	
	additional contributions are	contribute, in the proportion in	
	determined and due in the same	which the partner shares	
	manner as provided in that	partnership losses, the amount	
	paragraph.	necessary to satisfy partnership	
	(d) A person that makes an	obligations that were not known	
	additional contribution under	at the time of the settlement and	
	subsection (c)(2) or (3) may	for which the partner is personally	
	recover from any person whose	liable under Section 306.	
	failure to contribute under	(e) The estate of a deceased	
	subsection (c)(1) or (2)	partner is liable for the partner's	
	necessitated the additional	obligation to contribute to the	
	contribution. A person may not	partnership.	
	recover under this subsection	(f) An assignee for the benefit of	
	more than the amount	creditors of a partnership or a	
	additionally contributed. A	partner, or a person appointed by	
	person's liability under this	a court to represent creditors of a	
	subsection may not exceed the	partnership or a partner, may	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
	amount the person failed to	enforce a partner's obligation to	
	contribute.	contribute to the partnership.	
	(e) The estate of a deceased		
	individual is liable for the person's		
	obligations under this section.		
	(f) An assignee for the benefit of		
	creditors of a limited partnership		
	or a partner, or a person		
	appointed by a court to represent		
	creditors of a limited partnership		
	or a partner, may enforce a		
	person's obligation to contribute		
	under subsection (c).		
[ARTICLE] 8	[ARTICLE] 9 FOREIGN LIMITED	[ARTICLE] 11 FOREIGN LIMITED	HUB, Part 5
FOREIGN LIMITED LIABILITY	PARTNERSHIPS	LIABILITY PARTNERSHIP	
COMPANIES			
SECTION 801. GOVERNING LAW.	SECTION 901. GOVERNING LAW.	SECTION 1101. LAW GOVERNING	HUB, Part 5
		FOREIGN LIMITED LIABILITY	
(a) The law of the state or other	(a) The laws of the State or other	PARTNERSHIP.	
jurisdiction under which a foreign	jurisdiction under which a foreign		
limited liability company is	limited partnership is organized	(a) The law under which a foreign	
formed governs:	govern relations among the	limited liability partnership is	
(1) the internal affairs of	partners of the foreign limited	formed governs relations among	
the company; and	partnership and between the	the partners and between the	
(2) the liability of a	partners and the foreign limited	partners and the partnership and	
member as member and a	partnership and the liability of	the liability of partners for	
manager as manager for the	partners as partners for an	obligations of the partnership.	
debts, obligations, or other	obligation of the foreign limited	(b) A foreign limited liability	
liabilities of the company.	partnership.	partnership may not be denied a	
(b) A foreign limited liability	(b) A foreign limited partnership	statement of foreign qualification	
company may not be denied a	may not be denied a certificate of	by reason of any difference	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
certificate of authority by reason	authority by reason of any	between the law under which the	
of any difference between the law	difference between the laws of	partnership was formed and the	
of the jurisdiction under which	the jurisdiction under which the	law of this State.	
the company is formed and the	foreign limited partnership is	(c) A statement of foreign	
law of this state.	organized and the laws of this	qualification does not authorize a	
(c) A certificate of authority does	State.	foreign limited liability	
not authorize a foreign limited	(c) A certificate of authority does	partnership to engage in any	
liability company to engage in any	not authorize a foreign limited	business or exercise any power	
business or exercise any power	partnership to engage in any	that a partnership may not	
that a limited liability company	business or exercise any power	engage in or exercise in this State	
may not engage in or exercise in	that a limited partnership may not	as a limited liability partnership.	
this state.	engage in or exercise in this State.		
SECTION 802. APPLICATION FOR	SECTION 902. APPLICATION FOR	SECTION 1102. STATEMENT OF	HUB, Part 5
CERTIFICATE OF AUTHORITY.	CERTIFICATE OF AUTHORITY.	FOREIGN QUALIFICATION.	
(a) A foreign limited liability	(a) A foreign limited partnership	(a) Before transacting business in	
company may apply for a	may apply for a certificate of	this State, a foreign limited	
certificate of authority to transact	authority to transact business in	liability partnership must file a	
business in this state by delivering	this State by delivering an	statement of foreign qualification.	
an application to the [Secretary of	application to the [Secretary of	The statement must contain:	
State] for filing. The application	State] for filing. The application	(1) the name of the	
must state:	must state:	foreign limited liability	
(1) the name of the	(1) the name of the	partnership which satisfies the	
company and, if the name does	foreign limited partnership and, if	requirements of the State or	
not comply with Section 108, an	the name does not comply with	other jurisdiction under whose	
alternate name adopted pursuant	Section 108, an alternate name	law it is formed and ends with	
to Section 805(a);	adopted pursuant to Section	"Registered Limited Liability	
(2) the name of the state	905(a).	Partnership", "Limited Liability	
or other jurisdiction under whose	(2) the name of the State	Partnership", "R.L.L.P.", "L.L.P.",	
law the company is formed;	or other jurisdiction under whose	"RLLP," or "LLP";	
(3) the street and mailing	law the foreign limited	(2) the street address of	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
addresses of the company's	partnership is organized;	the partnership's chief executive	
principal office and, if the law of	(3) the street and mailing	office and, if different, the street	
the jurisdiction under which the	address of the foreign limited	address of an office of the	
company is formed require the	partnership's principal office and,	partnership in this State, if any;	
company to maintain an office in	if the laws of the jurisdiction	(3) if there is no office of	
that jurisdiction, the street and	under which the foreign limited	the partnership in this State, the	
mailing addresses of the required	partnership is organized require	name and street address of the	
office; and	the foreign limited partnership to	partnership's agent for service of	
(4) the name and street	maintain an office in that	process; and	
and mailing addresses of the	jurisdiction, the street and mailing	(4) a deferred effective	
company's initial agent for service	address of the required office;	date, if any.	
of process in this state.	(4) the name and street	(b) The agent of a foreign limited	
(b) A foreign limited liability	and mailing address of the foreign	liability company for service of	
company shall deliver with a	limited partnership's initial agent	process must be an individual	
completed application under	for service of process in this State;	who is a resident of this State or	
subsection (a) a certificate of	(5) the name and street	other person authorized to do	
existence or a record of similar	and mailing address of each of the	business in this State.	
import signed by the [Secretary of	foreign limited partnership's	(c) The status of a partnership as	
State] or other official having	general partners; and	a foreign limited liability	
custody of the company's publicly	(6) whether the foreign	partnership is effective on the	
filed records in the state or other	limited partnership is a foreign	later of the filing of the statement	
jurisdiction under whose law the	limited liability limited	of foreign qualification or a date	
company is formed.	partnership.	specified in the statement. The	
	(b) A foreign limited partnership	status remains effective,	
	shall deliver with the completed	regardless of changes in the	
	application a certificate of	partnership, until it is canceled	
	existence or a record of similar	pursuant to Section 105(d) or	
	import signed by the [Secretary of	revoked pursuant to Section	
	State] or other official having	1003.	
	custody of the foreign limited	(d) An amendment or	
	partnership's publicly filed	cancellation of a statement of	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	Comments
	records in the State or other	foreign qualification is effective	
	jurisdiction under whose law the	when it is filed or on a deferred	
	foreign limited partnership is	effective date specified in the	
	organized.	amendment or cancellation.	
SECTION 803. ACTIVITIES NOT	SECTION 903. ACTIVITIES NOT	SECTION 1104. ACTIVITIES NOT	HUB, Part 5
CONSTITUTING TRANSACTING	CONSTITUTING TRANSACTING	CONSTITUTING TRANSACTING	
BUSINESS.	BUSINESS.	BUSINESS.	
(a) Activities of a foreign limited	(a) Activities of a foreign limited	(a) Activities of a foreign limited	
liability company which do not	partnership which do not	liability partnership which do not	
constitute transacting business in	constitute transacting business in	constitute transacting business	
this state within the meaning of	this State within the meaning of	for the purpose of this [article]	
this [article] include:	this [article] include:	include:	
(1) maintaining,	(1) maintaining,	(1) maintaining,	
defending, or settling an action or	defending, and settling an action	defending, or settling an action or	
proceeding;	or proceeding;	proceeding;	
(2) carrying on any	(2) holding meetings of its	(2) holding meetings of its	
activity concerning its internal	partners or carrying on any other	partners or carrying on any other	
affairs, including holding meetings	activity concerning its internal	activity concerning its internal	
of its members or managers;	affairs;	affairs;	
(3) maintaining accounts	(3) maintaining accounts	(3) maintaining bank	
in financial institutions;	in financial institutions;	accounts;	
(4) maintaining offices or	(4) maintaining offices or	(4) maintaining offices or	
agencies for the transfer,	agencies for the transfer,	agencies for the transfer,	
exchange, and registration of the	exchange, and registration of the	exchange, and registration of the	
company's own securities or	foreign limited partnership's own	partnership's own securities or	
maintaining trustees or	securities or maintaining trustees	maintaining trustees or	
depositories with respect to those	or depositories with respect to	depositories with respect to those	
securities;	those securities;	securities;	
(5) selling through	(5) selling through	(5) selling through	
independent contractors;	independent contractors;	independent contractors;	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
(6) soliciting or obtaining	(6) soliciting or obtaining	(6) soliciting or obtaining	
orders, whether by mail or	orders, whether by mail or	orders, whether by mail or	
electronic means or through	electronic means or through	through employees or agents or	
employees or agents or	employees or agents or	otherwise, if the orders require	
otherwise, if the orders require	otherwise, if the orders require	acceptance outside this State	
acceptance outside this state	acceptance outside this State	before they become contracts;	
before they become contracts;	before they become contracts;	(7) creating or acquiring	
(7) creating or acquiring	(7) creating or acquiring	indebtedness, with or without a	
indebtedness, mortgages, or	indebtedness, mortgages, or	mortgage, or other security	
security interests in real or	security interests in real or	interest in property;	
personal property;	personal property;	(8) collecting debts or	
(8) securing or collecting	(8) securing or collecting	foreclosing mortgages or other	
debts or enforcing mortgages or	debts or enforcing mortgages or	security interests in property	
other security interests in	other security interests in	securing the debts, and holding,	
property securing the debts and	property securing the debts, and	protecting, and maintaining	
holding, protecting, or	holding, protecting, and	property so acquired;	
maintaining property so acquired;	maintaining property so acquired;	(9) conducting an isolated	
(9) conducting an isolated	(9) conducting an isolated	transaction that is completed	
transaction that is completed	transaction that is completed	within 30 days and is not one in	
within 30 days and is not in the	within 30 days and is not one in	the course of similar transactions;	
course of similar transactions; and	the course of similar transactions	and	
(10) transacting business	of a like manner; and	(10) transacting business	
in interstate commerce.	(10) transacting business	in interstate commerce.	
(b) For purposes of this [article],	in interstate commerce.	(b) For purposes of this [article],	
the ownership in this state of	(b) For purposes of this [article],	the ownership in this State of	
income-producing real property	the ownership in this State of	income-producing real property	
or tangible personal property,	income-producing real property	or tangible personal property,	
other than property excluded	or tangible personal property,	other than property excluded	
under subsection (a), constitutes	other than property excluded	under subsection (a), constitutes	
transacting business in this state.	under subsection (a), constitutes	transacting business in this State.	
(c) This section does not apply in	transacting business in this State.	(c) This section does not apply in	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
determining the contacts or	(c) This section does not apply in	determining the contacts or	
activities that may subject a	determining the contacts or	activities that may subject a	
foreign limited liability company	activities that may subject a	foreign limited liability	
to service of process, taxation, or	foreign limited partnership to	partnership to service of process,	
regulation under law of this state	service of process, taxation, or	taxation, or regulation under any	
other than this [act].	regulation under any other law of	other law of this State.	
	this State.		
SECTION 804. FILING OF	SECTION 904. FILING OF		
CERTIFICATE OF AUTHORITY.	CERTIFICATE OF AUTHORITY.		
Unless the [Secretary of State]	Unless the [Secretary of State]		
determines that an application for	determines that an application for		
a certificate of authority does not	a certificate of authority does not		
comply with the filing	comply with the filing		
requirements of this [act], the	requirements of this [Act], the		
[Secretary of State], upon	[Secretary of State], upon		
payment of all filing fees, shall file	payment of all filing fees, shall file		
the application of a foreign	the application, prepare, sign and		
limited liability company, prepare,	file a certificate of authority to		
sign, and file a certificate of	transact business in this State,		
authority to transact business in	and send a copy of the filed		
this state, and send a copy of the	certificate, together with a receipt		
filed certificate, together with a	for the fees, to the foreign limited		
receipt for the fees, to the	partnership or its representative.		
company or its representative.			
SECTION 805. NONCOMPLYING	SECTION 905. NONCOMPLYING		
NAME OF FOREIGN LIMITED	NAME OF FOREIGN LIMITED		
LIABILITY COMPANY.	PARTNERSHIP.		
(a) A foreign limited liability	(a) A foreign limited partnership		
company whose name does not	whose name does not comply		
company whose name does not	whose hame does not comply		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
comply with Section 108 may not	with Section 108 may not obtain a		
obtain a certificate of authority	certificate of authority until it		
until it adopts, for the purpose of	adopts, for the purpose of		
transacting business in this state,	transacting business in this State,		
an alternate name that complies	an alternate name that complies		
with Section 108. A foreign	with Section 108. A foreign		
limited liability company that	limited partnership that adopts an		
adopts an alternate name under	alternate name under this		
this subsection and obtains a	subsection and then obtains a		
certificate of authority with the	certificate of authority with the		
alternate name need not comply	name need not comply with		
with [fictitious or assumed name	[fictitious name statute]. After		
statute]. After obtaining a	obtaining a certificate of authority		
certificate of authority with an	with an alternate name, a foreign		
alternate name, a foreign limited	limited partnership shall transact		
liability company shall transact	business in this State under the		
business in this state under the	name unless the foreign limited		
alternate name unless the	partnership is authorized under		
company is authorized under	[fictitious name statute] to		
[fictitious or assumed name	transact business in this State		
statute] to transact business in	under another name.		
this state under another name.	(b) If a foreign limited		
(b) If a foreign limited liability	partnership authorized to transact		
company authorized to transact	business in this State changes its		
business in this state changes its	name to one that does not		
name to one that does not	comply with Section 108, it may		
comply with Section 108, it may	not thereafter transact business		
not thereafter transact business	in this State until it complies with		
in this state until it complies with	subsection (a) and obtains an		
subsection (a) and obtains an	amended certificate of authority.		
amended certificate of authority.			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
SECTION 806. REVOCATION OF	SECTION 906. REVOCATION OF		HUB, Part 5
CERTIFICATE OF AUTHORITY.	CERTIFICATE OF AUTHORITY.		
(a) A certificate of authority of a	(a) A certificate of authority of a		
foreign limited liability company	foreign limited partnership to		
to transact business in this state	transact business in this State		
may be revoked by the [Secretary	may be revoked by the [Secretary		
of State] in the manner provided	of State] in the manner provided		
in subsections (b) and (c) if the	in subsections (b) and (c) if the		
company does not:	foreign limited partnership does		
(1) pay, within 60 days	not:		
after the due date, any fee, tax, or	(1) pay, within 60 days		
penalty due to the [Secretary of	after the due date, any fee, tax or		
State] under this [act] or law	penalty due to the [Secretary of		
other than this [act];	State] under this [Act] or other		
(2) deliver, within 60 days	law;		
after the due date, its annual	(2) deliver, within 60 days		
report required under Section	after the due date, its annual		
209;	report required under Section		
(3) appoint and maintain	210;		
an agent for service of process as	(3) appoint and maintain		
required by Section 113(b); or	an agent for service of process as		
(4) deliver for filing a	required by Section 114(b); or		
statement of a change under	(4) deliver for filing a		
Section 114 within 30 days after a	statement of a change under		
change has occurred in the name	Section 115 within 30 days after a		
or address of the agent.	change has occurred in the name		
(b) To revoke a certificate of	or address of the agent.		
authority of a foreign limited	(b) In order to revoke a certificate		
liability company, the [Secretary	of authority, the [Secretary of		
of State] must prepare, sign, and	State] must prepare, sign, and file		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
file a notice of revocation and	a notice of revocation and send a		
send a copy to the company's	copy to the foreign limited		
agent for service of process in this	partnership's agent for service of		
state, or if the company does not	process in this State, or if the		
appoint and maintain a proper	foreign limited partnership does		
agent in this state, to the	not appoint and maintain a		
company's designated office. The	proper agent in this State, to the		
notice must state:	foreign limited partnership's		
(1) the revocation's	designated office. The notice		
effective date, which must be at	must state:		
least 60 days after the date the	(1) the revocation's		
[Secretary of State] sends the	effective date, which must be at		
copy; and	least 60 days after the date the		
(2) the grounds for	[Secretary of State] sends the		
revocation under subsection (a).	copy; and		
(c) The authority of a foreign	(2) the foreign limited		
limited liability company to	partnership's failures to comply		
transact business in this state	with subsection (a) which are the		
ceases on the effective date of	reason for the revocation.		
the notice of revocation unless	(c) The authority of the foreign		
before that date the company	limited partnership to transact		
cures each ground for revocation	business in this State ceases on		
stated in the notice filed under	the effective date of the notice of		
subsection (b). If the company	revocation unless before that		
cures each ground, the [Secretary	date the foreign limited		
of State] shall file a record so	partnership cures each failure to		
stating.	comply with subsection (a) stated		
-	in the notice. If the foreign		
	limited partnership cures the		
	failures, the [Secretary of State]		
	shall so indicate on the filed		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	notice.		
SECTION 807. CANCELLATION OF	SECTION 907. CANCELLATION OF		HUB, Part 5
CERTIFICATE OF AUTHORITY.	CERTIFICATE OF AUTHORITY;		
	EFFECT OF FAILURE TO HAVE		
To cancel its certificate of	CERTIFICATE.		
authority to transact business in			
this state, a foreign limited	(a) In order to cancel its		
liability company must deliver to	certificate of authority to transact		
the [Secretary of State] for filing a	business in this State, a foreign		
notice of cancellation stating the	limited partnership must deliver		
name of the company and that	to the [Secretary of State] for		
the company desires to cancel its	filing a notice of cancellation. The		
certificate of authority. The	certificate is canceled when the		
certificate is canceled when the	notice becomes effective under		
notice becomes effective.	Section 206.		
	(b) A foreign limited partnership		
SECTION 808. EFFECT OF	transacting business in this State	SECTION 1103. EFFECT OF	
FAILURE TO HAVE CERTIFICATE	may not maintain an action or	FAILURE TO QUALIFY.	
OF AUTHORITY.	proceeding in this State unless it		
	has a certificate of authority to	(a) A foreign limited liability	
(a) A foreign limited liability	transact business in this State.	partnership transacting business	
company transacting business in	(c) The failure of a foreign limited	in this State may not maintain an	
this state may not maintain an	partnership to have a certificate	action or proceeding in this State	
action or proceeding in this state	of authority to transact business	unless it has in effect a statement	
unless it has a certificate of	in this State does not impair the	of foreign qualification.	
authority to transact business in	validity of a contract or act of the	(b) The failure of a foreign limited	
this state.	foreign limited partnership or	liability partnership to have in	
(b) The failure of a foreign limited	prevent the foreign limited	effect a statement of foreign	
liability company to have a	partnership from defending an	qualification does not impair the	
certificate of authority to transact	action or proceeding in this State.	validity of a contract or act of the	
business in this state does not	(d) A partner of a foreign limited	foreign limited liability	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
impair the validity of a contract or act of the company or prevent the company from defending an action or proceeding in this state. (c) A member or manager of a foreign limited liability company is not liable for the debts, obligations, or other liabilities of the company solely because the company transacted business in this state without a certificate of authority. (d) If a foreign limited liability company transacts business in this state without a certificate of authority or cancels its certificate of authority, it appoints the [Secretary of State] as its agent for service of process for rights of action arising out of the transaction of business in this state.	partnership is not liable for the obligations of the foreign limited partnership solely by reason of the foreign limited partnership's having transacted business in this State without a certificate of authority. (e) If a foreign limited partnership transacts business in this State without a certificate of authority or cancels its certificate of authority, it appoints the [Secretary of State] as its agent for service of process for rights of action arising out of the transaction of business in this State.	partnership or preclude it from defending an action or proceeding in this State. (c) A limitation on personal liability of a partner is not waived solely by transacting business in this State without a statement of foreign qualification. (d) If a foreign limited liability partnership transacts business in this State without a statement of foreign qualification, the [Secretary of State] is its agent for service of process with respect to a right of action arising out of the transaction of business in this State.	
SECTION 809. ACTION BY	SECTION 908. ACTION BY	SECTION 1105. ACTION BY	HUB, Part 5
[ATTORNEY GENERAL].	[ATTORNEY GENERAL].	[ATTORNEY GENERAL].	
The [Attorney General] may maintain an action to enjoin a foreign limited liability company from transacting business in this state in violation of this [article].	The [Attorney General] may maintain an action to restrain a foreign limited partnership from transacting business in this State in violation of this [article].	The [Attorney General] may maintain an action to restrain a foreign limited liability partnership from transacting business in this State in violation of this [article].	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
[ARTICLE] 9 ACTIONS BY MEMBERS	[ARTICLE] 10 ACTIONS BY PARTNERS		
SECTION 901. DIRECT ACTION BY MEMBER.	SECTION 1001. DIRECT ACTION BY PARTNER.	SECTION 405. ACTIONS BY PARTNERSHIP AND PARTNERS.	Category I w/r/t RULLCA and ULPA; Category II w/r/t RUPA
 (a) Subject to subsection (b), a member may maintain a direct action against another member, a manager, or the limited liability company to enforce the member's rights and otherwise protect the member's interests, including rights and interests under the operating agreement or this [act] or arising independently of the membership relationship. (b) A member maintaining a direct action under this section must plead and prove an actual or threatened injury that is not solely the result of an injury suffered or threatened to be suffered by the limited liability company. 	 (a) Subject to subsection (b), a partner may maintain a direct action against the limited partnership or another partner for legal or equitable relief, with or without an accounting as to the partnership's activities, to enforce the rights and otherwise protect the interests of the partner, including rights and interests under the partnership agreement or this [Act] or arising independently of the partnership relationship. (b) A partner commencing a direct action under this section is required to plead and prove an actual or threatened injury that is not solely the result of an injury suffered or threatened to be suffered by the limited partnership. (c) The accrual of, and any time limitation on, a right of action for a remedy under this section is governed by other law. A right to 	 (a) A partnership may maintain an action against a partner for a breach of the partnership agreement, or for the violation of a duty to the partnership, causing harm to the partnership, causing harm to the partnership. (b) A partner may maintain an action against the partnership or another partner for legal or equitable relief, with or without an accounting as to partnership business, to: (1) enforce the partner's rights under the partnership agreement; (2) enforce the partner's rights under this [Act], including: (i) the partner's rights under Sections 401, 403, or 404; (ii) the partner's right on dissociation to have the partner's interest in the partnership purchased pursuant to Section 701 or enforce any other right under [Article] 6 or 7; 	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commonto
Company Act (2006)	(2001)	(1997)	Comments
	an accounting upon a dissolution	or	
	and winding up does not revive a	(iii) the partner's	
	claim barred by law.	right to compel a dissolution and	
		winding up of the partnership	
		business under Section 801 or	
		enforce any other right under	
		[Article] 8; or	
		(3) enforce the rights and	
		otherwise protect the interests of	
		the partner, including rights and	
		interests arising independently of	
		the partnership relationship.	
		(c) The accrual of, and any time	
		limitation on, a right of action for	
		a remedy under this section is	
		governed by other law. A right to	
		an accounting upon a dissolution	
		and winding up does not revive a	
		claim barred by law.	
SECTION 902. DERIVATIVE	SECTION 1002. DERIVATIVE		Category I w/r/t RULLCA and
ACTION.	ACTION.		ULPA; Category II w/r/t RUPA
A member meu resisteir e	A partnar may maintain a		
A member may maintain a derivative action to enforce a	A partner may maintain a derivative action to enforce a		
right of a limited liability company if:	right of a limited partnership if:		
(1) the member first makes a	(1) the partner first makes a domand on the general partners		
demand on the other members in	demand on the general partners, requesting that they cause the		
a member-managed limited	limited partnership to bring an		
liability company, or the	action to enforce the right, and		
	— 1		
managers of a manager-managed	the general partners do not bring		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
limited liability company,	the action within a reasonable	(1997)	
requesting that they cause the			
company to bring an action to	time; or (2) a demand would be futile.		
enforce the right, and the	(2) a demand would be future.		
managers or other members do			
not bring the action within a			
-			
reasonable time; or (2) a demand under paragraph (1)			
would be futile.			
SECTION 903. PROPER	SECTION 1003. PROPER		Cotogony Luy/r/t DUULCA and
PLAINTIFF.	PLAINTIFF.		Category I w/r/t RULLCA and
PLAINTIFF.	PLAINTIFF.		ULPA; Category II w/r/t RUPA
(a) Except as otherwise provided	A derivative action may be		
in subsection (b), a derivative	maintained only by a person that		
action under Section 902 may be	is a partner at the time the action		
maintained only by a person that	is commenced and:		
is a member at the time the	(1) that was a partner		
action is commenced and remains	when the conduct giving rise to		
a member while the action	the action occurred; or		
continues.	(2) whose status as a		
(b) If the sole plaintiff in a	partner devolved upon the person		
derivative action dies while the	by operation of law or pursuant to		
action is pending, the court may	the terms of the partnership		
permit another member of the	agreement from a person that		
limited liability company to be	was a partner at the time of the		
substituted as plaintiff.	conduct.		
SECTION 904. PLEADING.	SECTION 1004. PLEADING.		Category I w/r/t RULLCA and
SLETION 304. FLEADING.	SECTION 1004. FLEADING.		ULPA; Category II w/r/t RUPA
In a derivative action under	In a derivative action, the		oli A, category il W/1/t NOFA
Section 902, the complaint must	complaint must state with		
state with particularity:	particularity:		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
(1) the date and content of	(1) the date and content of	(1997)	
plaintiff's demand and the	plaintiff's demand and the		
response to the demand by the	general partners' response to the		
managers or other members; or	demand; or		
(2) if a demand has not been	(2) why demand should be		
made, the reasons a demand	excused as futile.		
under Section 902(1) would be	excused as futile.		
futile.			
SECTION 905. SPECIAL			
LITIGATION COMMITTEE.			
(a) If a limited liability company is			
named as or made a party in a			
derivative proceeding, the			
company may appoint a special			
litigation committee to			
investigate the claims asserted in			
the proceeding and determine			
whether pursuing the action is in			
the best interests of the company.			
If the company appoints a special			
litigation committee, on motion			
by the committee made in the			
name of the company, except for			
good cause shown, the court shall			
stay discovery for the time			
reasonably necessary to permit			
the committee to make its			
investigation. This subsection			
does not prevent the court from			
enforcing a person's right to			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
information under Section 410 or,			
for good cause shown, granting			
extraordinary relief in the form of			
a temporary restraining order or			
preliminary injunction.			
(b) A special litigation committee			
may be composed of one or more			
disinterested and independent			
individuals, who may be			
members.			
(c) A special litigation committee			
may be appointed:			
(1) in a member-managed limited			
liability company:			
(A) by the consent of a			
majority of the members not			
named as defendants or plaintiffs			
in the proceeding; and			
(B) if all members are			
named as defendants or plaintiffs			
in the proceeding, by a majority of			
the members named as			
defendants; or			
(2) in a manager-managed limited			
liability company:			
(A) by a majority of the			
managers not named as			
defendants or plaintiffs in the			
proceeding; and			
(B) if all managers are	1		
named as defendants or plaintiffs			

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
in the proceeding, by a majority of	(2001)	(1557)	
the managers named as			
defendants.			
(d) After appropriate			
investigation, a special litigation			
committee may determine that it			
is in the best interests of the			
limited liability company that the			
proceeding:			
(1) continue under the			
control of the plaintiff;			
(2) continue under the			
control of the committee;			
(3) be settled on terms			
approved by the committee; or			
(4) be dismissed.			
(e) After making a determination			
under subsection (d), a special			
litigation committee shall file with			
the court a statement of its			
determination and its report			
supporting its determination,			
giving notice to the plaintiff. The			
court shall determine whether the			
members of the committee were			
disinterested and independent			
and whether the committee			
conducted its investigation and			
made its recommendation in			
good faith, independently, and			
with reasonable care, with the			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
committee having the burden of			
proof. If the court finds that the			
members of the committee were			
disinterested and independent			
and that the committee acted in			
good faith, independently, and			
with reasonable care, the court			
shall enforce the determination of			
the committee. Otherwise, the			
court shall dissolve the stay of			
discovery entered under			
subsection (a) and allow the			
action to proceed under the			
direction of the plaintiff.			
SECTION 906. PROCEEDS AND	SECTION 1005. PROCEEDS AND		Category I w/r/t RULLCA and
EXPENSES.	EXPENSES.		ULPA; Category II w/r/t RUPA
(a) Except as otherwise provided	(a) Except as otherwise provided		
in subsection (b):	in subsection (b):		
(1) any proceeds or other	(1) any proceeds or other		
benefits of a derivative action	benefits of a derivative action,		
under Section 902, whether by	whether by judgment,		
judgment, compromise, or	compromise, or settlement,		
settlement, belong to the limited	belong to the limited partnership		
liability company and not to the	and not to the derivative plaintiff;		
plaintiff; and	(2) if the derivative		
(2) if the plaintiff receives	plaintiff receives any proceeds,		
any proceeds, the plaintiff shall	the derivative plaintiff shall		
remit them immediately to the	immediately remit them to the		
company.	limited partnership.		
(b) If a derivative action under	(b) If a derivative action is		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
Section 902 is successful in whole	successful in whole or in part, the		
or in part, the court may award	court may award the plaintiff		
the plaintiff reasonable expenses,	reasonable expenses, including		
including reasonable attorney's	reasonable attorney's fees, from		
fees and costs, from the recovery	the recovery of the limited		
of the limited liability company.	partnership.		
[ARTICLE] 10	[ARTICLE] 11 CONVERSION AND	[ARTICLE] 9 CONVERSIONS AND	Category I
MERGER, CONVERSION, AND	MERGER	MERGERS	
DOMESTICATION			
SECTION 1001. DEFINITIONS.	SECTION 1101. DEFINITIONS.	SECTION 901. DEFINITIONS.	
In this [article]:	In this [article]:	In this [article]:	
(1) "Constituent limited liability	(1) "Constituent limited		
company" means a constituent	partnership" means a constituent		
organization that is a limited	organization that is a limited		
liability company.	partnership.		
(2) "Constituent organization"	(2) "Constituent organization"		
means an organization that is	means an organization that is		
party to a merger.	party to a merger.		
(3) "Converted organization"	(3) "Converted organization"		
means the organization into	means the organization into		
which a converting organization	which a converting organization		
converts pursuant to Sections	converts pursuant to Sections		
1006 through 1009.	1102 through 1105.		
	_		
(4) "Converting limited liability	(4) "Converting limited		
company" means a converting	partnership" means a converting		
organization that is a limited	organization that is a limited		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
liability company.	partnership.		
(5) "Converting organization" means an organization that converts into another organization pursuant to Section 1006.	(5) "Converting organization" means an organization that converts into another organization pursuant to Section 1102.		
 (6) "Domesticated company" means the company that exists after a domesticating foreign limited liability company or limited liability company effects a domestication pursuant to Sections 1010 through 1013. (7) "Domesticating company" 			
means the company that effects a domestication pursuant to Sections 1010 through 1013.			
(8) "Governing statute" means the statute that governs an organization's internal affairs.	 (6) "General partner" means a general partner of a limited partnership. (7) "Governing statute" of an organization means the statute that governs the organization's 	(1) "General partner" means a partner in a partnership and a general partner in a limited partnership.	
, , , , , , , , , , , , , , , , , , ,	internal affairs.	(2) "Limited partner" means a	
	internal affairs.	(2) "Limited partner" means a	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commente
Company Act (2006)	(2001)	(1997)	Comments
		limited partner in a limited	
		partnership.	
		(3) "Limited partnership" means	
		a limited partnership created under the [State Limited	
		Partnership Act], predecessor law,	
		or comparable law of another	
		jurisdiction.	
(9) "Organization" means a	(8) "Organization" means a		
general partnership, including a	general partnership, including a		
limited liability partnership,	limited liability partnership;		
limited partnership, including a	limited partnership, including a		
limited liability limited	limited liability limited		
partnership, limited liability	partnership; limited liability		
company, business trust,	company; business trust;		
corporation, or any other person	corporation; or any other person		
having a governing statute. The	having a governing statute. The		
term includes a domestic or	term includes domestic and		
foreign organization regardless of	foreign organizations whether or		
whether organized for profit.	not organized for profit.		
(10) "Organizational documents"	(9) "Organizational documents"		
means:	means:		
(A) for a domestic or	(A) for a domestic or		
foreign general partnership, its	foreign general partnership, its		
partnership agreement;	partnership agreement;		
(B) for a limited	(B) for a limited		
partnership or foreign limited	partnership or foreign limited		
partnership, its certificate of	partnership, its certificate of		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
limited partnership and	limited partnership and		
partnership agreement;	partnership agreement;		
(C) for a domestic or	(C) for a domestic or		
foreign limited liability company,	foreign limited liability company,		
its certificate or articles of	its articles of organization and		
organization and operating	operating agreement, or		
agreement, or comparable	comparable records as provided		
records as provided in its	in its governing statute;		
governing statute;	(D) for a business trust, its		
(D) for a business trust, its	agreement of trust and		
agreement of trust and	declaration of trust;		
declaration of trust;	(E) for a domestic or		
(E) for a domestic or	foreign corporation for profit, its		
foreign corporation for profit, its	articles of incorporation, bylaws,		
articles of incorporation, bylaws,	and other agreements among its		
and other agreements among its	shareholders which are		
shareholders which are	authorized by its governing		
authorized by its governing	statute, or comparable records as		
statute, or comparable records as	provided in its governing statute;		
provided in its governing statute;	and		
and	(F) for any other		
(F) for any other	organization, the basic records		
organization, the basic records	that create the organization and		
that create the organization and	determine its internal governance		
determine its internal governance	and the relations among the		
and the relations among the	persons that own it, have an		
persons that own it, have an	interest in it, or are members of		
interest in it, or are members of	it.		
it.			
		(4) "Partner" includes both a	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
		general partner and a limited	
		partner.	
(11) "Personal liability" means	(10) "Personal liability" means		
liability for a debt, obligation, or	personal liability for a debt,		
other liability of an organization	liability, or other obligation of an		
which is imposed on a person that	organization which is imposed on		
co-owns, has an interest in, or is a	a person that co-owns, has an		
member of the organization:	interest in, or is a member of the		
(A) by the governing	organization:		
statute solely by reason of the	(A) by the organization's		
person co-owning, having an	governing statute solely by reason		
interest in, or being a member of	of the person co-owning, having		
the organization; or	an interest in, or being a member		
(B) by the organization's	of the organization; or		
organizational documents under a	(B) by the organization's		
provision of the governing statute	organizational documents under a		
authorizing those documents to	provision of the organization's		
make one or more specified	governing statute authorizing		
persons liable for all or specified	those documents to make one or		
debts, obligations, or other	more specified persons liable for		
liabilities of the organization	all or specified debts, liabilities,		
solely by reason of the person or	and other obligations of the		
persons co-owning, having an	organization solely by reason of		
interest in, or being a member of	the person or persons co-owning,		
the organization.	having an interest in, or being a		
	member of the organization.		
(12) "Surviving organization"	(11) "Surviving organization"		
means an organization into which	means an organization into which		
one or more other organizations	one or more other organizations		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
are merged whether the	are merged. A surviving		
organization preexisted the	organization may preexist the		
merger or was created by the	merger or be created by the		
merger.	merger.		
SECTION 1002. MERGER.	SECTION 1106. MERGER.	SECTION 905. MERGER OF PARTNERSHIPS.	Category I
(a) A limited liability company	(a) A limited partnership may		
may merge with one or more	merge with one or more other	(a) Pursuant to a plan of merger	
other constituent organizations	constituent organizations	approved as provided in	
pursuant to this section, Sections	pursuant to this section and	subsection (c), a partnership may	
1003 through 1005, and a plan of	Sections 1107 through 1109 and a	be merged with one or more	
merger, if:	plan of merger, if:	partnerships or limited	
(1) the governing statute	(1) the governing statute	partnerships.	
of each of the other organizations	of each the other organizations	(b) The plan of merger must set	
authorizes the merger;	authorizes the merger;	forth:	
(2) the merger is not	(2) the merger is not	(1) the name of each	
prohibited by the law of a	prohibited by the law of a	partnership or limited partnership	
jurisdiction that enacted any of	jurisdiction that enacted any of	that is a party to the merger;	
the governing statutes; and	those governing statutes; and	(2) the name of the	
(3) each of the other	(3) each of the other	surviving entity into which the	
organizations complies with its	organizations complies with its	other partnerships or limited	
governing statute in effecting the	governing statute in effecting the	partnerships will merge;	
merger.	merger.	(3) whether the surviving	
(b) A plan of merger must be in a	(b) A plan of merger must be in a	entity is a partnership or a limited	
record and must include:	record and must include:	partnership and the status of each	
(1) the name and form of	(1) the name and form of	partner;	
each constituent organization;	each constituent organization;	(4) the terms and	
(2) the name and form of	(2) the name and form of	conditions of the merger;	
the surviving organization and, if	the surviving organization and, if	(5) the manner and basis	
the surviving organization is to be	the surviving organization is to be	of converting the interests of each	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
created by the merger, a	created by the merger, a	party to the merger into interests	
statement to that effect;	statement to that effect;	or obligations of the surviving	
(3) the terms and	(3) the terms and	entity, or into money or other	
conditions of the merger,	conditions of the merger,	property in whole or part; and	
including the manner and basis	including the manner and basis	(6) the street address of	
for converting the interests in	for converting the interests in	the surviving entity's chief	
each constituent organization into	each constituent organization into	executive office.	
any combination of money,	any combination of money,	(c) The plan of merger must be	
interests in the surviving	interests in the surviving	approved:	
organization, and other	organization, and other	(1) in the case of a	
consideration;	consideration;	partnership that is a party to the	
(4) if the surviving	(4) if the surviving	merger, by all of the partners, or a	
organization is to be created by	organization is to be created by	number or percentage specified	
the merger, the surviving	the merger, the surviving	for merger in the partnership	
organization's organizational	organization's organizational	agreement; and	
documents that are proposed to	documents; and	(2) in the case of a limited	
be in a record; and	(5) if the surviving	partnership that is a party to the	
(5) if the surviving	organization is not to be created	merger, by the vote required for	
organization is not to be created	by the merger, any amendments	approval of a merger by the law	
by the merger, any amendments	to be made by the merger to the	of the State or foreign jurisdiction	
to be made by the merger to the	surviving organization's	in which the limited partnership is	
surviving organization's	organizational documents.	organized and, in the absence of	
organizational documents that		such a specifically applicable law,	
are, or are proposed to be, in a		by all of the partners,	
record.		notwithstanding a provision to	
		the contrary in the partnership	
		agreement.	
		(d) After a plan of merger is	
		approved and before the merger	
		takes effect, the plan may be	
		amended or abandoned as	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
		provided in the plan.	
		(e) The merger takes effect on	
		the later of:	
		(1) the approval of the	
		plan of merger by all parties to	
		the merger, as provided in	
		subsection (c);	
		(2) the filing of all	
		documents required by law to be	
		filed as a condition to the	
		effectiveness of the merger; or	
		(3) any effective date	
		specified in the plan of merger.	
SECTION 1003. ACTION ON PLAN	SECTION 1107. ACTION ON PLAN		Category I
OF MERGER BY CONSTITUENT	OF MERGER BY CONSTITUENT		
LIMITED LIABILITY COMPANY.	LIMITED PARTNERSHIP.		
(a) Subject to Section 1014, a plan	(a) Subject to Section 1110, a		
of merger must be consented to	plan of merger must be		
by all the members of a	consented to by all the partners		
constituent limited liability	of a constituent limited		
company.	partnership.		
(b) Subject to Section 1014 and	(b) Subject to Section 1110 and		
any contractual rights, after a	any contractual rights, after a		
merger is approved, and at any	merger is approved, and at any		
time before articles of merger are	time before a filing is made under		
delivered to the [Secretary of	Section 1108, a constituent		
State] for filing under Section	limited partnership may amend		
1004, a constituent limited	the plan or abandon the planned		
liability company may amend the	merger:		
plan or abandon the merger:	(1) as provided in the		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
(1) as provided in the	plan; and	(2007)	
plan; or	(2) except as prohibited		
(2) except as otherwise	by the plan, with the same		
prohibited in the plan, with the	consent as was required to		
same consent as was required to	approve the plan.		
approve the plan.			
SECTION 1004. FILINGS	SECTION 1108. FILINGS	SECTION 907. STATEMENT OF	Category I
REQUIRED FOR MERGER;	REQUIRED FOR MERGER;	MERGER.	
EFFECTIVE DATE.	EFFECTIVE DATE.		
		(a) After a merger, the surviving	
(a) After each constituent	(a) After each constituent	partnership or limited partnership	
organization has approved a	organization has approved a	may file a statement that one or	
merger, articles of merger must	merger, articles of merger must	more partnerships or limited	
be signed on behalf of:	be signed on behalf of:	partnerships have merged into	
(1) each constituent	(1) each preexisting	the surviving entity.	
limited liability company, as	constituent limited partnership,	(b) A statement of merger must	
provided in Section 203(a); and	by each general partner listed in	contain:	
(2) each other constituent	the certificate of limited	(1) the name of each	
organization, as provided in its	partnership; and	partnership or limited partnership	
governing statute.	(2) each other preexisting	that is a party to the merger;	
(b) Articles of merger under this	constituent organization, by an	(2) the name of the	
section must include:	authorized representative.	surviving entity into which the	
(1) the name and form of	(b) The articles of merger must	other partnerships or limited	
each constituent organization and	include:	partnership were merged;	
the jurisdiction of its governing	(1) the name and form of	(3) the street address of	
statute;	each constituent organization and	the surviving entity's chief	
(2) the name and form of	the jurisdiction of its governing	executive office and of an office in	
the surviving organization, the	statute;	this State, if any; and	
jurisdiction of its governing	(2) the name and form of	(4) whether the surviving	
statute, and, if the surviving	the surviving organization, the	entity is a partnership or a limited	
organization is created by the	jurisdiction of its governing	partnership.	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
merger, a statement to that	statute, and, if the surviving	(c) Except as otherwise provided	
effect;	organization is created by the	in subsection (d), for the purposes	
(3) the date the merger is	merger, a statement to that	of Section 302, property of the	
effective under the governing	effect;	surviving partnership or limited	
statute of the surviving	(3) the date the merger is	partnership which before the	
organization;	effective under the governing	merger was held in the name of	
(4) if the surviving	statute of the surviving	another party to the merger is	
organization is to be created by	organization;	property held in the name of the	
the merger:	(4) if the surviving	surviving entity upon filing a	
(A) if it will be a	organization is to be created by	statement of merger.	
limited liability company, the	the merger:	(d) For the purposes of Section	
company's certificate of	(A) if it will be a	302, real property of the surviving	
organization; or	limited partnership, the limited	partnership or limited partnership	
(B) if it will be an	partnership's certificate of limited	which before the merger was held	
organization other than a limited	partnership; or	in the name of another party to	
liability company, the	(B) if it will be an	the merger is property held in the	
organizational document that	organization other than a limited	name of the surviving entity upon	
creates the organization that is in	partnership, the organizational	recording a certified copy of the	
a public record;	document that creates the	statement of merger in the office	
(5) if the surviving	organization;	for recording transfers of that real	
organization preexists the merger,	(5) if the surviving	property.	
any amendments provided for in	organization preexists the merger,	(e) A filed and, if appropriate,	
the plan of merger for the	any amendments provided for in	recorded statement of merger,	
organizational document that	the plan of merger for the	executed and declared to be	
created the organization that are	organizational document that	accurate pursuant to Section	
in a public record;	created the organization;	105(c), stating the name of a	
(6) a statement as to each	(6) a statement as to each	partnership or limited partnership	
constituent organization that the	constituent organization that the	that is a party to the merger in	
merger was approved as required	merger was approved as required	whose name property was held	
by the organization's governing	by the organization's governing	before the merger and the name	
statute;	statute;	of the surviving entity, but not	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	Comments
(7) if the surviving	(7) if the surviving	containing all of the other	
organization is a foreign	organization is a foreign	information required by	
organization not authorized to	organization not authorized to	subsection (b), operates with	
transact business in this state, the	transact business in this State, the	respect to the partnerships or	
street and mailing addresses of an	street and mailing address of an	limited partnerships named to the	
office that the [Secretary of State]	office which the [Secretary of	extent provided in subsections (c)	
may use for the purposes of	State] may use for the purposes	and (d).	
Section 1005(b); and	of Section 1109(b); and		
(8) any additional	(8) any additional		
information required by the	information required by the		
governing statute of any	governing statute of any		
constituent organization.	constituent organization.		
(c) Each constituent limited	(c) Each constituent limited		
liability company shall deliver the	partnership shall deliver the		
articles of merger for filing in the	articles of merger for filing in the		
[office of the Secretary of State].	[office of the Secretary of State].		
(d) A merger becomes effective	(d) A merger becomes effective		
under this [article]:	under this [article]:		
(1) if the surviving	(1) if the surviving		
organization is a limited liability	organization is a limited		
company, upon the later of:	partnership, upon the later of:		
(A) compliance	(i) compliance		
with subsection (c); or	with subsection (c); or		
(B) subject to	(ii) subject to		
Section 205(c), as specified in the	Section 206(c), as specified in the		
articles of merger; or	articles of merger; or		
(2) if the surviving	(2) if the surviving		
organization is not a limited	organization is not a limited		
liability company, as provided by	partnership, as provided by the		
the governing statute of the	governing statute of the surviving		
surviving organization.	organization.		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
SECTION 1005. EFFECT OF	SECTION 1109. EFFECT OF	SECTION 906. EFFECT OF	
MERGER.	MERGER.	MERGER.	
(a) When a merger becomes	(a) When a merger becomes	(a) When a merger takes effect:	
effective:	effective:	(1) the separate existence	
(1) the surviving	(1) the surviving	of every partnership or limited	
organization continues or comes	organization continues or comes	partnership that is a party to the	
into existence;	into existence;	merger, other than the surviving	
(2) each constituent	(2) each constituent	entity, ceases;	
organization that merges into the	organization that merges into the	(2) all property owned by	
surviving organization ceases to	surviving organization ceases to	each of the merged partnerships	
exist as a separate entity;	exist as a separate entity;	or limited partnerships vests in	
(3) all property owned by	(3) all property owned by	the surviving entity;	
each constituent organization	each constituent organization	(3) all obligations of every	
that ceases to exist vests in the	that ceases to exist vests in the	partnership or limited partnership	
surviving organization;	surviving organization;	that is a party to the merger	
(4) all debts, obligations,	(4) all debts, liabilities,	become the obligations of the	
or other liabilities of each	and other obligations of each	surviving entity; and	
constituent organization that	constituent organization that	(4) an action or	
ceases to exist continue as debts,	ceases to exist continue as	proceeding pending against a	
obligations, or other liabilities of	obligations of the surviving	partnership or limited partnership	
the surviving organization;	organization;	that is a party to the merger may	
(5) an action or	(5) an action or	be continued as if the merger had	
proceeding pending by or against	proceeding pending by or against	not occurred, or the surviving	
any constituent organization that	any constituent organization that	entity may be substituted as a	
ceases to exist may be continued	ceases to exist may be continued	party to the action or proceeding.	
as if the merger had not occurred;	as if the merger had not occurred;	(b) The [Secretary of State] of this	
(6) except as prohibited	(6) except as prohibited	State is the agent for service of	
by other law, all of the rights,	by other law, all of the rights,	process in an action or proceeding	
privileges, immunities, powers,	privileges, immunities, powers,	against a surviving foreign	
and purposes of each constituent	and purposes of each constituent	partnership or limited partnership	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
organization that ceases to exist	organization that ceases to exist	to enforce an obligation of a	
vest in the surviving organization;	vest in the surviving organization;	domestic partnership or limited	
(7) except as otherwise	(7) except as otherwise	partnership that is a party to a	
provided in the plan of merger,	provided in the plan of merger,	merger. The surviving entity shall	
the terms and conditions of the	the terms and conditions of the	promptly notify the [Secretary of	
plan of merger take effect; and	plan of merger take effect; and	State] of the mailing address of its	
(8) except as otherwise	(8) except as otherwise	chief executive office and of any	
agreed, if a constituent limited	agreed, if a constituent limited	change of address. Upon receipt	
liability company ceases to exist,	partnership ceases to exist, the	of process, the [Secretary of	
the merger does not dissolve the	merger does not dissolve the	State] shall mail a copy of the	
limited liability company for the	limited partnership for the	process to the surviving foreign	
purposes of [Article] 7;	purposes of [Article] 8;	partnership or limited	
(9) if the surviving	(9) if the surviving	partnership.	
organization is created by the	organization is created by the	(c) A partner of the surviving	
merger:	merger:	partnership or limited partnership	
(A) if it is a limited	(A) if it is a limited	is liable for:	
liability company, the certificate	partnership, the certificate of	(1) all obligations of a	
of organization becomes	limited partnership becomes	party to the merger for which the	
effective; or	effective; or	partner was personally liable	
(B) if it is an	(B) if it is an	before the merger;	
organization other than a limited	organization other than a limited	(2) all other obligations of	
liability company, the	partnership, the organizational	the surviving entity incurred	
organizational document that	document that creates the	before the merger by a party to	
creates the organization becomes	organization becomes effective;	the merger, but those obligations	
effective; and	and	may be satisfied only out of	
(10) if the surviving	(10) if the surviving	property of the entity; and	
organization preexisted the	organization preexists the merger,	(3) except as otherwise	
merger, any amendments	any amendments provided for in	provided in Section 306, all	
provided for in the articles of	the articles of merger for the	obligations of the surviving entity	
merger for the organizational	organizational document that	incurred after the merger takes	
document that created the	created the organization become	effect, but those obligations may	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
organization become effective.	effective.	be satisfied only out of property	
(b) A surviving organization that is	(b) A surviving organization that	of the entity if the partner is a	
a foreign organization consents to	is a foreign organization consents	limited partner.	
the jurisdiction of the courts of	to the jurisdiction of the courts of	(d) If the obligations incurred	
this state to enforce any debt,	this State to enforce any	before the merger by a party to	
obligation, or other liability owed	obligation owed by a constituent	the merger are not satisfied out	
by a constituent organization, if	organization, if before the merger	of the property of the surviving	
before the merger the constituent	the constituent organization was	partnership or limited	
organization was subject to suit in	subject to suit in this State on the	partnership, the general partners	
this state on the debt, obligation,	obligation. A surviving	of that party immediately before	
or other liability. A surviving	organization that is a foreign	the effective date of the merger	
organization that is a foreign	organization and not authorized	shall contribute the amount	
organization and not authorized	to transact business in this State	necessary to satisfy that party's	
to transact business in this state	appoints the [Secretary of State]	obligations to the surviving entity,	
appoints the [Secretary of State]	as its agent for service of process	in the manner provided in Section	
as its agent for service of process	for the purposes of enforcing an	807 or in the [Limited Partnership	
for the purposes of enforcing a	obligation under this subsection.	Act] of the jurisdiction in which	
debt, obligation, or other liability	Service on the [Secretary of State]	the party was formed, as the case	
under this subsection. Service on	under this subsection is made in	may be, as if the merged party	
the [Secretary of State] under this	the same manner and with the	were dissolved.	
subsection must be made in the	same consequences as in Section	(e) A partner of a party to a	
same manner and has the same	117(c) and (d).	merger who does not become a	
consequences as in Section 116(c)		partner of the surviving	
and (d).		partnership or limited partnership	
		is dissociated from the entity, of	
		which that partner was a partner,	
		as of the date the merger takes	
		effect. The surviving entity shall	
		cause the partner's interest in the	
		entity to be purchased under	
		Section 701 or another statute	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	
Company Act (2006)	(2001)	(1997)	Comments
		specifically applicable to that	
		partner's interest with respect to	
		a merger. The surviving entity is	
		bound under Section 702 by an	
		act of a general partner	
		dissociated under this subsection,	
		and the partner is liable under	
		Section 703 for transactions	
		entered into by the surviving	
		entity after the merger takes	
		effect.	
SECTION 1006. CONVERSION.	SECTION 1102. CONVERSION.	SECTION 902. CONVERSION OF	Category I
		PARTNERSHIP TO LIMITED	
(a) An organization other than a	(a) An organization other than a	PARTNERSHIP.	
limited liability company or a	limited partnership may convert		
foreign limited liability company	to a limited partnership, and a	(a) A partnership may be	
may convert to a limited liability	limited partnership may convert	converted to a limited partnership	
company, and a limited liability	to another organization pursuant	pursuant to this section.	
company may convert to an	to this section and Sections 1103	(b) The terms and conditions of a	
organization other than a foreign	through 1105 and a plan of	conversion of a partnership to a	
limited liability company pursuant	conversion, if:	limited partnership must be	
to this section, Sections 1007	(1) the other	approved by all of the partners or	
through 1009, and a plan of	organization's governing statute	by a number or percentage	
conversion, if:	authorizes the conversion;	specified for conversion in the	
(1) the other	(2) the conversion is not	partnership agreement.	
organization's governing statute	prohibited by the law of the	(c) After the conversion is	
authorizes the conversion;	jurisdiction that enacted the	approved by the partners, the	
(2) the conversion is not	governing statute; and	partnership shall file a certificate	
prohibited by the law of the	(3) the other organization	of limited partnership in the	
jurisdiction that enacted the other	complies with its governing	jurisdiction in which the limited	
organization's governing statute;	statute in effecting the	partnership is to be formed. The	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
and	conversion.	certificate must include:	
(3) the other organization	(b) A plan of conversion must be	(1) a statement that the	
complies with its governing	in a record and must include:	partnership was converted to a	
statute in effecting the	(1) the name and form of	limited partnership from a	
conversion.	the organization before	partnership;	
(b) A plan of conversion must be	conversion;	(2) its former name; and	
in a record and must include:	(2) the name and form of	(3) a statement of the	
(1) the name and form of	the organization after conversion;	number of votes cast by the	
the organization before	and	partners for and against the	
conversion;	(3) the terms and	conversion and, if the vote is less	
(2) the name and form of	conditions of the conversion,	than unanimous, the number or	
the organization after conversion;	including the manner and basis	percentage required to approve	
(3) the terms and	for converting interests in the	the conversion under the	
conditions of the conversion,	converting organization into any	partnership agreement.	
including the manner and basis	combination of money, interests	(d) The conversion takes effect	
for converting interests in the	in the converted organization,	when the certificate of limited	
converting organization into any	and other consideration; and	partnership is filed or at any later	
combination of money, interests	(4) the organizational	date specified in the certificate.	
in the converted organization,	documents of the converted	(e) A general partner who	
and other consideration; and	organization.	becomes a limited partner as a	
(4) the organizational		result of the conversion remains	
documents of the converted		liable as a general partner for an	
organization that are, or are		obligation incurred by the	
proposed to be, in a record.		partnership before the conversion	
		takes effect. If the other party to	
		a transaction with the limited	
		partnership reasonably believes	
		when entering the transaction	
		that the limited partner is a	
		general partner, the limited	
		partner is liable for an obligation	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
		incurred by the limited	
		partnership within 90 days after	
		the conversion takes effect. The	
		limited partner's liability for all	
		other obligations of the limited	
		partnership incurred after the	
		conversion takes effect is that of a	
		limited partner as provided in the	
		[State Limited Partnership Act].	
		SECTION 903. CONVERSION OF	
		LIMITED PARTNERSHIP TO	
		PARTNERSHIP.	
		(a) A limited partnership may be	
		converted to a partnership	
		pursuant to this section.	
		(b) Notwithstanding a provision	
		to the contrary in a limited	
		partnership agreement, the terms	
		and conditions of a conversion of	
		a limited partnership to a	
		partnership must be approved by	
		all of the partners.	
		(c) After the conversion is	
		approved by the partners, the	
		limited partnership shall cancel its	
		certificate of limited partnership.	
		(d) The conversion takes effect	
		when the certificate of limited	
		partnership is canceled.	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	Comments
		(e) A limited partner who	
		becomes a general partner as a	
		result of the conversion remains	
		liable only as a limited partner for	
		an obligation incurred by the	
		limited partnership before the	
		conversion takes effect. Except as	
		otherwise provided in Section	
		306, the partner is liable as a	
		general partner for an obligation	
		of the partnership incurred after	
		the conversion takes effect.	
SECTION 1007. ACTION ON PLAN	SECTION 1103. ACTION ON PLAN		
OF CONVERSION BY	OF CONVERSION BY		
CONVERTING LIMITED LIABILITY	CONVERTING LIMITED		
COMPANY.	PARTNERSHIP.		
(a) Subject to Section 1014, a plan	(a) Subject to Section 1110, a		
of conversion must be consented	plan of conversion must be		
to by all the members of a	consented to by all the partners		
converting limited liability	of a converting limited		
company.	partnership.		
(b) Subject to Section 1014 and	(b) Subject to Section 1110 and		
any contractual rights, after a	any contractual rights, after a		
conversion is approved, and at	conversion is approved, and at		
any time before articles of	any time before a filing is made		
conversion are delivered to the	under Section 1104, a converting		
[Secretary of State] for filing	limited partnership may amend		
under Section 1008, a converting	the plan or abandon the planned		
limited liability company may	conversion:		
amend the plan or abandon the	(1) as provided in the		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
conversion:	plan; and		
(1) as provided in the	(2) except as prohibited		
plan; or	by the plan, by the same consent		
(2) except as otherwise	as was required to approve the		
prohibited in the plan, by the	plan.		
same consent as was required to			
approve the plan.			
SECTION 1008. FILINGS	SECTION 1104. FILINGS		
REQUIRED FOR CONVERSION;	REQUIRED FOR CONVERSION;		
EFFECTIVE DATE.	EFFECTIVE DATE.		
(a) After a plan of conversion is	(a) After a plan of conversion is		
approved:	approved:		
(1) a converting limited	(1) a converting limited		
liability company shall deliver to	partnership shall deliver to the		
the [Secretary of State] for filing	[Secretary of State] for filing		
articles of conversion, which must	articles of conversion, which must		
be signed as provided in Section	include:		
203(a) and must include;	(A) a statement		
(A) a statement	that the limited partnership has		
that the limited liability company	been converted into another		
has been converted into another	organization;		
organization;	(B) the name and		
(B) the name and	form of the organization and the		
form of the organization and the	jurisdiction of its governing		
jurisdiction of its governing	statute;		
statute;	(C) the date the		
(C) the date the	conversion is effective under the		
conversion is effective under the	governing statute of the		
governing statute of the	converted organization;		
converted organization;	(D) a statement		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	Comments
(D) a statement	that the conversion was approved		
that the conversion was approved	as required by this [Act];		
as required by this [act];	(E) a statement		
(E) a statement	that the conversion was approved		
that the conversion was approved	as required by the governing		
as required by the governing	statute of the converted		
statute of the converted	organization; and		
organization; and	(F) if the		
(F) if the	converted organization is a		
converted organization is a	foreign organization not		
foreign organization not	authorized to transact business in		
authorized to transact business in	this State, the street and mailing		
this state, the street and mailing	address of an office which the		
addresses of an office which the	[Secretary of State] may use for		
[Secretary of State] may use for	the purposes of Section 1105(c);		
the purposes of Section 1009(c);	and		
and	(2) if the converting		
(2) if the converting	organization is not a converting		
organization is not a converting	limited partnership, the		
limited liability company, the	converting organization shall		
converting organization shall	deliver to the [Secretary of State]		
deliver to the [Secretary of State]	for filing a certificate of limited		
for filing a certificate of	partnership, which must include,		
organization, which must include,	in addition to the information		
in addition to the information	required by Section 201:		
required by Section 201(b):	(A) a statement that the		
(A) a statement that the	limited partnership was converted		
converted organization was	from another organization;		
converted from another	(B) the name and form of		
organization;	the organization and the		
(B) the name and form of	jurisdiction of its governing		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
that converting organization and	statute; and		
the jurisdiction of its governing	(C) a statement that the		
statute; and	conversion was approved in a		
(C) a statement that the	manner that complied with the		
conversion was approved in a	organization's governing statute.		
manner that complied with the	(b) A conversion becomes		
converting organization's	effective:		
governing statute.	(1) if the converted		
(b) A conversion becomes	organization is a limited		
effective:	partnership, when the certificate		
(1) if the converted	of limited partnership takes		
organization is a limited liability	effect; and		
company, when the certificate of	(2) if the converted		
organization takes effect; and	organization is not a limited		
(2) if the converted	partnership, as provided by the		
organization is not a limited	governing statute of the		
liability company, as provided by	converted organization.		
the governing statute of the			
converted organization.			
SECTION 1009. EFFECT OF	SECTION 1105. EFFECT OF	SECTION 904. EFFECT OF	Category I
CONVERSION.	CONVERSION.	CONVERSION; ENTITY	
		UNCHANGED.	
(a) An organization that has been	(a) An organization that has been		
converted pursuant to this	converted pursuant to this	(a) A partnership or limited	
[article] is for all purposes the	[article] is for all purposes the	partnership that has been	
same entity that existed before	same entity that existed before	converted pursuant to this	
the conversion.	the conversion.	[article] is for all purposes the	
(b) When a conversion takes	(b) When a conversion takes	same entity that existed before	
effect:	effect:	the conversion.	
(1) all property owned by	(1) all property owned by	(b) When a conversion takes	
the converting organization	the converting organization	effect:	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
remains vested in the converted	remains vested in the converted	(1) all property owned by	
organization;	organization;	the converting partnership or	
(2) all debts, obligations,	(2) all debts, liabilities,	limited partnership remains	
or other liabilities of the	and other obligations of the	vested in the converted entity;	
converting organization continue	converting organization continue	(2) all obligations of the	
as debts, obligations, or other	as obligations of the converted	converting partnership or limited	
liabilities of the converted	organization;	partnership continue as	
organization;	(3) an action or	obligations of the converted	
(3) an action or	proceeding pending by or against	entity; and	
proceeding pending by or against	the converting organization may	(3) an action or	
the converting organization may	be continued as if the conversion	proceeding pending against the	
be continued as if the conversion	had not occurred;	converting partnership or limited	
had not occurred;	(4) except as prohibited	partnership may be continued as	
(4) except as prohibited	by other law, all of the rights,	if the conversion had not	
by law other than this [act], all of	privileges, immunities, powers,	occurred.	
the rights, privileges, immunities,	and purposes of the converting		
powers, and purposes of the	organization remain vested in the		
converting organization remain	converted organization;		
vested in the converted	(5) except as otherwise		
organization;	provided in the plan of		
(5) except as otherwise	conversion, the terms and		
provided in the plan of	conditions of the plan of		
conversion, the terms and	conversion take effect; and		
conditions of the plan of	(6) except as otherwise		
conversion take effect; and	agreed, the conversion does not		
(6) except as otherwise	dissolve a converting limited		
agreed, the conversion does not	partnership for the purposes of		
dissolve a converting limited	[Article] 8.		
liability company for the purposes	(c) A converted organization that		
of [Article] 7.	is a foreign organization consents		
(c) A converted organization that	to the jurisdiction of the courts of		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
is a foreign organization consents	this State to enforce any		
to the jurisdiction of the courts of	obligation owed by the converting		
this state to enforce any debt,	limited partnership, if before the		
obligation, or other liability for	conversion the converting limited		
which the converting limited	partnership was subject to suit in		
liability company is liable if,	this State on the obligation. A		
before the conversion, the	converted organization that is a		
converting limited liability	foreign organization and not		
company was subject to suit in	authorized to transact business in		
this state on the debt, obligation,	this State appoints the [Secretary		
or other liability. A converted	of State] as its agent for service of		
organization that is a foreign	process for purposes of enforcing		
organization and not authorized	an obligation under this		
to transact business in this state	subsection. Service on the		
appoints the [Secretary of State]	[Secretary of State] under this		
as its agent for service of process	subsection is made in the same		
for purposes of enforcing a debt,	manner and with the same		
obligation, or other liability under	consequences as in Section 117(c)		
this subsection. Service on the	and (d).		
[Secretary of State] under this			
subsection must be made in the			
same manner and has the same			
consequences as in Section 116(c)			
and (d).			
SECTION 1010. DOMESTICATION.			
(a) A foreign limited liability			
company may become a limited			
liability company pursuant to this			
section, Sections 1011 through			
1013, and a plan of			
domestication, if:			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
(1) the foreign limited			
liability company's governing			
statute authorizes the			
domestication;			
(2) the domestication is			
not prohibited by the law of the			
jurisdiction that enacted the			
governing statute; and			
(3) the foreign limited			
liability company complies with its			
governing statute in effecting the			
domestication.			
(b) A limited liability company			
may become a foreign limited			
liability company pursuant to this			
section, Sections 1011 through			
1013, and a plan of			
domestication, if:			
(1) the foreign limited			
liability company's governing			
statute authorizes the			
domestication;			
(2) the domestication is			
not prohibited by the law of the			
jurisdiction that enacted the			
governing statute; and			
(3) the foreign limited			
liability company complies with its			
governing statute in effecting the			
domestication.			
(c) A plan of domestication must			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commonts
Company Act (2006)	(2001)	(1997)	Comments
be in a record and must include:			
(1) the name of the			
domesticating company before			
domestication and the jurisdiction			
of its governing statute;			
(2) the name of the			
domesticated company after			
domestication and the jurisdiction			
of its governing statute;			
(3) the terms and			
conditions of the domestication,			
including the manner and basis			
for converting interests in the			
domesticating company into any			
combination of money, interests			
in the domesticated company,			
and other consideration; and			
(4) the organizational			
documents of the domesticated			
company that are, or are			
proposed to be, in a record.			
SECTION 1011. ACTION ON PLAN			
OF DOMESTICATION BY			
DOMESTICATING LIMITED			
LIABILITY COMPANY.			
(a) A plan of domestication must			
be consented to:			
(1) by all the members,			
subject to Section 1014, if the			
domesticating company is a			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
limited liability company; and			
(2) as provided in the			
domesticating company's			
governing statute, if the company			
is a foreign limited liability			
company.			
(b) Subject to any contractual			
rights, after a domestication is			
approved, and at any time before			
articles of domestication are			
delivered to the [Secretary of			
State] for filing under Section			
1012, a domesticating limited			
liability company may amend the			
plan or abandon the			
domestication:			
(1) as provided in the			
plan; or			
(2) except as otherwise			
prohibited in the plan, by the			
same consent as was required to			
approve the plan.			
SECTION 1012. FILINGS			
REQUIRED FOR DOMESTICATION;			
EFFECTIVE DATE.			
(a) After a plan of domestication			
is approved, a domesticating			
company shall deliver to the			
[Secretary of State] for filing			
articles of domestication, which			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	connents
must include:			
(1) a statement, as the			
case may be, that the company			
has been domesticated from or			
into another jurisdiction;			
(2) the name of the			
domesticating company and the			
jurisdiction of its governing			
statute;			
(3) the name of the			
domesticated company and the			
jurisdiction of its governing			
statute;			
(4) the date the			
domestication is effective under			
the governing statute of the			
domesticated company;			
(5) if the domesticating			
company was a limited liability			
company, a statement that the			
domestication was approved as			
required by this [act];			
(6) if the domesticating			
company was a foreign limited			
liability company, a statement			
that the domestication was			
approved as required by the			
governing statute of the other			
jurisdiction; and			
(7) if the domesticated			
company was a foreign limited			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
liability company not authorized			
to transact business in this state,			
the street and mailing addresses			
of an office that the [Secretary of			
State] may use for the purposes			
of Section 1013(b).			
(b) A domestication becomes			
effective:			
(1) when the certificate of			
organization takes effect, if the			
domesticated company is a			
limited liability company; and			
(2) according to the			
governing statute of the			
domesticated company, if the			
domesticated organization is a			
foreign limited liability company.			
SECTION 1013. EFFECT OF			
DOMESTICATION.			
(a) When a domestication takes			
effect:			
(1) the domesticated			
company is for all purposes the			
company that existed before the			
domestication;			
(2) all property owned by			
the domesticating company			
remains vested in the			
domesticated company;			
(3) all debts, obligations,			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
or other liabilities of the			
domesticating company continue			
as debts, obligations, or other			
liabilities of the domesticated			
company;			
(4) an action or			
proceeding pending by or against			
a domesticating company may be			
continued as if the domestication			
had not occurred;			
(5) except as prohibited			
by other law, all of the rights,			
privileges, immunities, powers,			
and purposes of the			
domesticating company remain			
vested in the domesticated			
company;			
(6) except as otherwise			
provided in the plan of			
domestication, the terms and			
conditions of the plan of			
domestication take effect; and			
(7) except as otherwise			
agreed, the domestication does			
not dissolve a domesticating			
limited liability company for the			
purposes of [Article] 7.			
(b) A domesticated company that			
is a foreign limited liability			
company consents to the			
jurisdiction of the courts of this			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
state to enforce any debt,			
obligation, or other liability owed			
by the domesticating company, if,			
before the domestication, the			
domesticating company was			
subject to suit in this state on the			
debt, obligation, or other liability.			
A domesticated company that is a			
foreign limited liability company			
and not authorized to transact			
business in this state appoints the			
[Secretary of State] as its agent			
for service of process for			
purposes of enforcing a debt,			
obligation, or other liability under			
this subsection. Service on the			
[Secretary of State] under this			
subsection must be made in the			
same manner and has the same			
consequences as in Section 116(c)			
and (d).			
(c) If a limited liability company			
has adopted and approved a plan			
of domestication under Section			
1010 providing for the company			
to be domesticated in a foreign			
jurisdiction, a statement			
surrendering the company's			
certificate of organization must be			
delivered to the [Secretary of			
State] for filing setting forth:			

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	comments
(1) the name of the			
company;			
(2) a statement that the			
certificate of organization is being			
surrendered in connection with			
the domestication of the			
company in a foreign jurisdiction;			
(3) a statement the			
domestication was approved as			
required by this [act]; and			
(4) the jurisdiction of			
formation of the domesticated			
foreign limited liability company.			
SECTION 1014. RESTRICTIONS	SECTION 1110. RESTRICTIONS		
ON APPROVAL OF MERGERS,	ON APPROVAL OF CONVERSIONS		
CONVERSIONS, AND	AND MERGERS AND ON		
DOMESTICATIONS.	RELINQUISHING LLLP STATUS.		
(a) If a member of a constituent,	(a) If a partner of a converting or		
converting, or domesticating	constituent limited partnership		
limited liability company will have	will have personal liability with		
personal liability with respect to a	respect to a converted or		
surviving, converted, or	surviving organization, approval		
domesticated organization,	and amendment of a plan of		
approval or amendment of a plan	conversion or merger are		
of merger, conversion, or	ineffective without the consent of		
domestication are ineffective	the partner, unless:		
without the consent of the	(1) the limited		
member, unless:	partnership's partnership		
(1) the company's	agreement provides for the		
operating agreement provides for	approval of the conversion or		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
approval of a merger, conversion,	merger with the consent of fewer		
or domestication with the	than all the partners; and		
consent of fewer than all the	(2) the partner has		
members; and	consented to the provision of the		
(2) the member has	partnership agreement.		
consented to the provision of the	(b) An amendment to a		
operating agreement.	certificate of limited partnership		
(b) A member does not give the	which deletes a statement that		
consent required by subsection	the limited partnership is a		
(a) merely by consenting to a	limited liability limited		
provision of the operating	partnership is ineffective without		
agreement that permits the	the consent of each general		
operating agreement to be	partner unless:		
amended with the consent of	(1) the limited		
fewer than all the members.	partnership's partnership		
	agreement provides for the		
	amendment with the consent of		
	less than all the general partners;		
	and		
	(2) each general partner		
	that does not consent to the		
	amendment has consented to the		
	provision of the partnership		
	agreement.		
	(c) A partner does not give the		
	consent required by subsection		
	(a) or (b) merely by consenting to		
	a provision of the partnership		
	agreement which permits the		
	partnership agreement to be		
	amended with the consent of		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	fewer than all the partners.		
	SECTION 1111. LIABILITY OF		Category I
	GENERAL PARTNER AFTER		
	CONVERSION OR MERGER.		
	CONVERSION OR MERGER. (a) A conversion or merger under this [article] does not discharge any liability under Sections 404 and 607 of a person that was a general partner in or dissociated as a general partner from a converting or constituent limited partnership, but: (1) the provisions of this [Act] pertaining to the collection or discharge of the liability continue to apply to the liability; (2) for the purposes of applying those provisions, the converted or surviving organization is deemed to be the converting or constituent limited partnership; and (3) if a person is required to pay any amount under this subsection: (A) the person has a right of contribution from each other person that was liable as a general partner under Section 404		
	when the obligation was incurred		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	and has not been released from		
	the obligation under Section 607;		
	and		
	(B) the contribution		
	due from each of those persons is		
	in proportion to the right to		
	receive distributions in the		
	capacity of general partner in		
	effect for each of those persons		
	when the obligation was incurred.		
	(b) In addition to any other		
	liability provided by law:		
	(1) a person that		
	immediately before a conversion		
	or merger became effective was a		
	general partner in a converting or		
	constituent limited partnership		
	that was not a limited liability		
	limited partnership is personally		
	liable for each obligation of the		
	converted or surviving		
	organization arising from a		
	transaction with a third party		
	after the conversion or merger		
	becomes effective, if, at the time		
	the third party enters into the		
	transaction, the third party:		
	(A) does not have		
	notice of the conversion or		
	merger; and		
	(B) reasonably		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
	believes that:		
	(i) the converted		
	or surviving business is the		
	converting or constituent limited		
	partnership;		
	(ii) the converting		
	or constituent limited partnership		
	is not a limited liability limited		
	partnership; and		
	(iii) the person is		
	a general partner in the		
	converting or constituent limited		
	partnership; and		
	(2) a person that was		
	dissociated as a general partner		
	from a converting or constituent		
	limited partnership before the		
	conversion or merger became		
	effective is personally liable for		
	each obligation of the converted		
	or surviving organization arising		
	from a transaction with a third		
	party after the conversion or		
	merger becomes effective, if:		
	(A) immediately		
	before the conversion or merger		
	became effective the converting		
	or surviving limited partnership		
	was a not a limited liability limited		
	partnership; and		
	(B) at the time the		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commente
Company Act (2006)	(2001)	(1997)	Comments
	third party enters into the		
	transaction less than two years		
	have passed since the person		
	dissociated as a general partner		
	and the third party:		
	(i) does not have		
	notice of the dissociation;		
	(ii) does not have		
	notice of the conversion or		
	merger; and		
	(iii) reasonably		
	believes that the converted or		
	surviving organization is the		
	converting or constituent limited		
	partnership, the converting or		
	constituent limited partnership is		
	not a limited liability limited		
	partnership, and the person is a		
	general partner in the converting		
	or constituent limited		
	partnership.		
	SECTION 1112. POWER OF		
	GENERAL PARTNERS AND		
	PERSONS DISSOCIATED AS		
	GENERAL PARTNERS TO BIND		
	ORGANIZATION AFTER		
	CONVERSION OR MERGER.		
	(a) An act of a person that		
	immediately before a conversion		
	or merger became effective was a		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commonte
Company Act (2006)	(2001)	(1997)	Comments
	general partner in a converting or		
	constituent limited partnership		
	binds the converted or surviving		
	organization after the conversion		
	or merger becomes effective, if:		
	(1) before the conversion		
	or merger became effective, the		
	act would have bound the		
	converting or constituent limited		
	partnership under Section 402;		
	and		
	(2) at the time the third		
	party enters into the transaction,		
	the third party:		
	(A) does not have		
	notice of the conversion or		
	merger; and		
	(B) reasonably		
	believes that the converted or		
	surviving business is the		
	converting or constituent limited		
	partnership and that the person is		
	a general partner in the		
	converting or constituent limited		
	partnership.		
	(b) An act of a person that before		
	a conversion or merger became		
	effective was dissociated as a		
	general partner from a converting		
	or constituent limited partnership		
	binds the converted or surviving		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Commonto
Company Act (2006)	(2001)	(1997)	Comments
	organization after the conversion		
	or merger becomes effective, if:		
	(1) before the conversion		
	or merger became effective, the		
	act would have bound the		
	converting or constituent limited		
	partnership under Section 402 if		
	the person had been a general		
	partner; and		
	(2) at the time the third		
	party enters into the transaction,		
	less than two years have passed		
	since the person dissociated as a		
	general partner and the third		
	party:		
	(A) does not have		
	notice of the dissociation;		
	(B) does not have		
	notice of the conversion or		
	merger; and		
	(C) reasonably		
	believes that the converted or		
	surviving organization is the		
	converting or constituent limited		
	partnership and that the person is		
	a general partner in the		
	converting or constituent limited		
	partnership.		
	(c) If a person having knowledge		
	of the conversion or merger		
	causes a converted or surviving		

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	
Company Act (2006)	(2001)	(1997)	Comments
	organization to incur an obligation		
	under subsection (a) or (b), the		
	person is liable:		
	(1) to the converted or		
	surviving organization for any		
	damage caused to the		
	organization arising from the		
	obligation; and		
	(2) if another person is		
	liable for the obligation, to that		
	other person for any damage		
	caused to that other person		
	arising from the liability.		
SECTION 1015. [ARTICLE] NOT	SECTION 1113. [ARTICLE] NOT	SECTION 908. NONEXCLUSIVE.	Category I
EXCLUSIVE.	EXCLUSIVE.	This [article] is not exclusive.	
		Partnerships or limited	
This [article] does not preclude an	This [article] does not preclude an	partnerships may be converted or	
entity from being merged,	entity from being converted or	merged in any other manner	
converted, or domesticated under	merged under other law.	provided by law.	
law other than this [act].			
[ARTICLE] 11	[ARTICLE] 12 MISCELLANEOUS	[ARTICLE] 12 MISCELLANEOUS	
MISCELLANEOUS PROVISIONS	PROVISIONS	PROVISIONS	
SECTION 1101. UNIFORMITY OF	SECTION 1201. UNIFORMITY OF	SECTION 1201. UNIFORMITY OF	HUB, 1-703
APPLICATION AND	APPLICATION AND	APPLICATION AND	
CONSTRUCTION.	CONSTRUCTION.	CONSTRUCTION.	
In applying and construing this	In applying and construing this	This [Act] shall be applied and	
uniform act, consideration must	Uniform Act, consideration must	construed to effectuate its	
be given to the need to promote	be given to the need to promote	general purpose to make uniform	
uniformity of the law with respect	uniformity of the law with respect	the law with respect to the	
to its subject matter among states	to its subject matter among States	subject of this [Act] among States	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
that enact it.	that enact it.	enacting it.	
		SECTION 1202. SHORT TITLE.	
		This [Act] may be cited as the	
		Uniform Partnership Act (1997).	
	SECTION 1202. SEVERABILITY	SECTION 1203. SEVERABILITY	Category I (and eventually,
	CLAUSE.	CLAUSE.	perhaps, to the HUB)
	If any provision of this [Act] or its application to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of this [Act] which can be given effect without the invalid provision or application, and to this end the provisions of this [Act] are severable.	If any provision of this [Act] or its application to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of this [Act] which can be given effect without the invalid provision or application, and to this end the provisions of this [Act] are severable.	
SECTION 1102. RELATION TO	SECTION 1203. RELATION TO		HUB, Part 7
ELECTRONIC SIGNATURES IN	ELECTRONIC SIGNATURES IN		
GLOBAL AND NATIONAL	GLOBAL AND NATIONAL		
COMMERCE ACT.	COMMERCE ACT.		
This [act] modifies, limits, and supersedes the federal Electronic Signatures in Global and National Commerce Act, 15 U.S.C. Section 7001 et seq., but does not modify, limit, or supersede Section 101(c) of that act, 15 U.S.C. Section 7001(c), or authorize electronic	This [Act] modifies, limits, or supersedes the federal Electronic Signatures in Global and National Commerce Act, 15 U.S.C. Section 7001 et seq., but this [Act] does not modify, limit, or supersede Section 101(c) of that Act or authorize electronic delivery of		

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
delivery of any of the notices	any of the notices described in	(1001)	
described in Section 103(b) of	Section 103(b) of that Act.		
that act, 15 U.S.C. Section			
7003(b).			
SECTION 1103. SAVINGS CLAUSE.	SECTION 1207. SAVINGS CLAUSE.	SECTION 1207. SAVINGS CLAUSE.	Category I (also in HUB)
This [act] does not affect an	This [Act] does not affect an	This [Act] does not affect an	
action commenced, proceeding	action commenced, proceeding	action or proceeding commenced	
brought, or right accrued before	brought, or right accrued before	or right accrued before this [Act]	
this [act] takes effect.	this [Act] takes effect.	takes effect.	
		SECTION 1211. SAVINGS CLAUSE.	
		These [Amendments] do not	
		affect an action or proceeding	
		commenced or right accrued	
		before these [Amendments] take	
		effect.	
SECTION 1104. APPLICATION TO	SECTION 1206. APPLICATION TO	SECTION 1206. APPLICABILITY.	Category II
EXISTING RELATIONSHIPS.	EXISTING RELATIONSHIPS.		
		(a) Before January 1,, this	
(a) Before [all-inclusive date], this	(a) Before [all-inclusive date], this	[Act] governs only a partnership	
[act] governs only:	[Act] governs only:	formed:	
(1) a limited liability	(1) a limited partnership	(1) after the effective	
company formed on or after [the	formed on or after [the effective	date of this [Act], except a	
effective date of this act]; and	date of this [Act]]; and	partnership that is continuing the	
(2) except as otherwise	(2) except as otherwise	business of a dissolved	
provided in subsection (c), a	provided in subsections (c) and	partnership under [Section 41 of	
limited liability company formed	(d), a limited partnership formed	the superseded Uniform	
before [the effective date of this	before [the effective date of this	Partnership Act]; and	
act] which elects, in the manner	[Act]] which elects, in the manner	(2) before the effective	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Company Act (2006)	(2001)	(1997)	
provided in its operating	provided in its partnership	date of this [Act], that elects, as	
agreement or by law for	agreement or by law for	provided by subsection (c), to be	
amending the operating	amending the partnership	governed by this [Act].	
agreement, to be subject to this	agreement, to be subject to this	(b) On and after January 1,,	
[act].	[Act].	this [Act] governs all partnerships.	
(b) Except as otherwise provided	(b) Except as otherwise provided	(c) Before January 1,, a	
in subsection (c), on and after [all-	in subsection (c), on and after [all-	partnership voluntarily may elect,	
inclusive date] this [act] governs	inclusive date] this [Act] governs	in the manner provided in its	
all limited liability companies.	all limited partnerships.	partnership agreement or by law	
(c) For the purposes applying this	(c) With respect to a limited	for amending the partnership	
[act] to a limited liability company	partnership formed before [the	agreement, to be governed by	
formed before [the effective date	effective date of this [Act]], the	this [Act]. The provisions of this	
of this act]:	following rules apply except as	[Act] relating to the liability of the	
(1) the company's articles	the partners otherwise elect in	partnership's partners to third	
of organization are deemed to be	the manner provided in the	parties apply to limit those	
the company's certificate of	partnership agreement or by law	partners' liability to a third party	
organization; and	for amending the partnership	who had done business with the	
(2) for the purposes of	agreement:	partnership within one year	
applying Section 102(10) and	(1) Section 104(c) does	before the partnership's election	
subject to Section 112(d),	not apply and the limited	to be governed by this [Act] only if	
language in the company's	partnership has whatever	the third party knows or has	
articles of organization	duration it had under the law	received a notification of the	
designating the company's	applicable immediately before	partnership's election to be	
management structure operates	[the effective date of this [Act]].	governed by this [Act].	
as if that language were in the	(2) the limited		
operating agreement.	partnership is not required to	SECTION 1210. APPLICABILITY.	
	amend its certificate of limited		
	partnership to comply with	(a) Before January 1,, these	
	Section 201(a)(4).	[Amendments] govern only a	
	(3) Sections 601 and 602	limited liability partnership	
	do not apply and a limited partner	formed:	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	2
Company Act (2006)	(2001)	(1997)	Comments
	has the same right and power to	(1) on or after the	
	dissociate from the limited	effective date of these	
	partnership, with the same	[Amendments], unless that	
	consequences, as existed	partnership is continuing the	
	immediately before [the effective	business of a dissolved limited	
	date of this [Act].	liability partnership; and	
	(4) Section 603(4) does	(2) before the effective	
	not apply.	date of these [Amendments], that	
	(5) Section 603(5) does	elects, as provided by subsection	
	not apply and a court has the	(c), to be governed by these	
	same power to expel a general	[Amendments].	
	partner as the court had	(b) On and after January 1,,	
	immediately before [the effective	these [Amendments] govern all	
	date of this [Act]].	partnerships.	
	(6) Section 801(3) does	(c) Before January 1,, a	
	not apply and the connection	partnership voluntarily may elect,	
	between a person's dissociation	in the manner provided in its	
	as a general partner and the	partnership agreement or by law	
	dissolution of the limited	for amending the partnership	
	partnership is the same as existed	agreement, to be governed by	
	immediately before [the effective	these [Amendments]. The	
	date of this [Act]].	provisions of these	
	(d) With respect to a limited	[Amendments] relating to the	
	partnership that elects pursuant	liability of the partnership's	
	to subsection (a)(2) to be subject	partners to third parties apply to	
	to this [Act], after the election	limit those partners' liability to a	
	takes effect the provisions of this	third party who had done	
	[Act] relating to the liability of the	business with the partnership	
	limited partnership's general	within one year before the	
	partners to third parties apply:	partnership's election to be	
	(1) before [all-inclusive	governed by these	

Revised Uniform Limited Liability	Uniform Limited Partnership Act	Revised Uniform Partnership Act	Comments
Revised Uniform Limited Liability Company Act (2006)	(2001) date], to: (A) a third party that had not done business with the limited partnership in the year before the election took effect; and (B) a third party that had done business with the limited partnership in the year before the election took effect only if the third party knows or has received a notification of the election; and (2) on and after	Revised Uniform Partnership Act (1997)[Amendments], only if the third party knows or has received a notification of the partnership's election to be governed by these [Amendments].(d) The existing provisions for execution and filing a statement of qualification of a limited liability partnership continue until either the limited liability partnership elects to have this [Act] apply or January 1,	Comments
SECTION 1105. REPEALS.	[all-inclusive date], to all third parties, but those provisions remain inapplicable to any obligation incurred while those provisions were inapplicable under paragraph (1)(B). SECTION 1205. REPEALS.	SECTION 1205. REPEALS.	Category I
Effective [all-inclusive date], the following acts and parts of acts are repealed: [the state limited liability company act, as amended, and in effect immediately before the effective date of this act].	Effective [all-inclusive date] , the following acts and parts of acts are repealed: [the State Limited Partnership Act as amended and in effect immediately before the effective date of this [Act]].	Effective January 1,, the following acts and parts of acts are repealed: [the State Partnership Act as amended and in effect immediately before the effective date of this [Act]].	

Revised Uniform Limited Liability Company Act (2006)	Uniform Limited Partnership Act (2001)	Revised Uniform Partnership Act (1997)	Comments
		Effective January 1,, the following acts and parts of acts are repealed: [the Limited Liability Partnership amendments to the State Partnership Act as amended and in effect immediately before the effective date of these	
SECTION 1106. EFFECTIVE DATE.	SECTION 1204. EFFECTIVE DATE.	[Amendments]]. SECTION 1204. EFFECTIVE DATE.	Category I
This [act] takes effect on	This [Act] takes effect [effective date].	This [Act] takes effect	
		SECTION 1208. EFFECTIVE DATE.	
		These [Amendments] take effect	