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THE STATE SENATE
Monday, February 23, 2009

Committee Substitute for
Senate Bill No. 1132

COMMITTEE SUBSTITUTE FOR SENATE BILL NO. 1132 - By: Anderson of the Senate and Sherrer of the House.

[partnership - Uniform Limited Partnership Act of 2009 - codification - effective date]

BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

ARTICLE 1

GENERAL PROVISIONS

SECTION 1. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 500-101 of Title 54, unless there is created a duplication in numbering, reads as follows:

SHORT TITLE.

This act shall be known and may be cited as the "Uniform Limited Partnership Act of 2009".

SECTION 2. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 500-102 of Title 54, unless there is created a duplication in numbering, reads as follows:

DEFINITIONS.

In the Uniform Limited Partnership Act of 2009:

1 (1) "Certificate of limited partnership" means the certificate
2 required by Section 19 of this act. The term includes the
3 certificate as amended or restated.

4 (2) "Contribution", except in the phrase "right of
5 contribution", means any benefit provided by a person to a limited
6 partnership in order to become a partner or in the person's capacity
7 as a partner.

8 (3) "Debtor in bankruptcy" means a person that is the subject
9 of:

10 (A) an order for relief under Title 11 of the United
11 States Code or a comparable order under a successor
12 statute of general application; or

13 (B) a comparable order under federal, state, or foreign
14 law governing insolvency.

15 (4) "Designated office" means:

16 (A) with respect to a limited partnership, the office that
17 the limited partnership is required to designate and
18 maintain under Section 14 of this act; and

19 (B) with respect to a foreign limited partnership, its
20 principal office.

21 (5) "Distribution" means a transfer of money or other property
22 from a limited partnership to a partner in the partner's capacity as

1 a partner or to a transferee on account of a transferable interest
2 owned by the transferee.

3 (6) "Foreign limited liability limited partnership" means a
4 foreign limited partnership whose general partners have limited
5 liability for the obligations of the foreign limited partnership
6 under a provision similar to subsection (c) of Section 38 of this
7 act.

8 (7) "Foreign limited partnership" means a partnership formed
9 under the laws of a jurisdiction other than this state and required
10 by those laws to have one or more general partners and one or more
11 limited partners. The term includes a foreign limited liability
12 limited partnership.

13 (8) "General partner" means:

14 (A) with respect to a limited partnership, a person that:

15 (i) becomes a general partner under Section 35 of
16 this act; or

17 (ii) was a general partner in a limited partnership
18 when the limited partnership became subject to
19 the Uniform Limited Partnership Act of 2009 under
20 subsection (a) or (b) of Section 106 of this act;

21 and

22 (B) with respect to a foreign limited partnership, a
23 person that has rights, powers, and obligations

1 similar to those of a general partner in a limited
2 partnership.

3 (9) "Limited liability limited partnership", except in the
4 phrase "foreign limited liability limited partnership", means a
5 limited partnership whose certificate of limited partnership states
6 that the limited partnership is a limited liability limited
7 partnership.

8 (10) "Limited partner" means:

9 (A) with respect to a limited partnership, a person that:

10 (i) becomes a limited partner under Section 29 of
11 this act; or

12 (ii) was a limited partner in a limited partnership
13 when the limited partnership became subject to
14 the Uniform Limited Partnership Act of 2009 under
15 subsection (a) or (b) of Section 106 of this act;

16 and

17 (B) with respect to a foreign limited partnership, a
18 person that has rights, powers, and obligations
19 similar to those of a limited partner in a limited
20 partnership.

21 (11) "Limited partnership", except in the phrases "foreign
22 limited partnership" and "foreign limited liability limited
23 partnership", means an entity, having one or more general partners

1 and one or more limited partners, which is formed under the Uniform
2 Limited Partnership Act of 2009 by two or more persons or becomes
3 subject to the Uniform Limited Partnership Act of 2009 under Article
4 11 of this act or subsection (a) or (b) of Section 106 of this act.
5 The term includes a limited liability limited partnership.

6 (12) "Partner" means a limited partner or general partner.

7 (13) "Partnership agreement" means the partners' agreement,
8 whether oral, implied, in a record, or in any combination,
9 concerning the limited partnership. The term includes the agreement
10 as amended.

11 (14) "Person" means an individual; corporation; business trust;
12 estate; trust; partnership; limited liability company; association;
13 joint venture; government; governmental subdivision, agency, or
14 instrumentality; public corporation; or any other legal or
15 commercial entity.

16 (15) "Person dissociated as a general partner" means a person
17 dissociated as a general partner of a limited partnership.

18 (16) "Principal office" means the office where the principal
19 executive office of a limited partnership or foreign limited
20 partnership is located, whether or not the office is located in this
21 state.

1 (17) "Record" means information that is inscribed on a tangible
2 medium or that is stored in an electronic or other medium and is
3 retrievable in perceivable form.

4 (18) "Required information" means the information that a
5 limited partnership is required to maintain under Section 11 of this
6 act.

7 (19) "Sign" means:

8 (A) to execute or adopt a tangible symbol with the present
9 intent to authenticate a record; or

10 (B) to attach or logically associate an electronic symbol,
11 sound, or process to or with a record with the present
12 intent to authenticate the record.

13 (20) "State" means a state of the United States, the District
14 of Columbia, Puerto Rico, the United States Virgin Islands, or any
15 territory or insular possession subject to the jurisdiction of the
16 United States.

17 (21) "Transfer" includes an assignment, conveyance, deed, bill
18 of sale, lease, mortgage, security interest, encumbrance, gift, and
19 transfer by operation of law.

20 (22) "Transferable interest" means a partner's right to receive
21 distributions.

1 (23) "Transferee" means a person to which all or part of a
2 transferable interest has been transferred, whether or not the
3 transferor is a partner.

4 SECTION 3. NEW LAW A new section of law to be codified
5 in the Oklahoma Statutes as Section 500-103 of Title 54, unless
6 there is created a duplication in numbering, reads as follows:

7 KNOWLEDGE AND NOTICE.

8 (a) A person knows a fact if the person has actual knowledge of
9 it.

10 (b) A person has notice of a fact if the person:

11 (1) knows of it;

12 (2) has received a notification of it;

13 (3) has reason to know it exists from all of the facts known to
14 the person at the time in question; or

15 (4) has notice of it under subsection (c) or (d) of this
16 section.

17 (c) A certificate of limited partnership on file in the Office
18 of the Secretary of State is notice that the partnership is a
19 limited partnership and the persons designated in the certificate as
20 general partners are general partners. Except as otherwise provided
21 in subsection (d) of this section, the certificate is not notice of
22 any other fact.

23 (d) A person has notice of:

1 (1) another person's dissociation as a general partner, ninety
2 (90) days after the effective date of an amendment to the
3 certificate of limited partnership which states that the other
4 person has dissociated or ninety (90) days after the effective date
5 of a statement of dissociation pertaining to the other person,
6 whichever occurs first;

7 (2) a limited partnership's dissolution, ninety (90) days after
8 the effective date of an amendment to the certificate of limited
9 partnership stating that the limited partnership is dissolved;

10 (3) a limited partnership's termination, ninety (90) days after
11 the effective date of a statement of termination;

12 (4) a limited partnership's conversion under Article 11 of this
13 act, ninety (90) days after the effective date of the articles of
14 conversion; or

15 (5) a merger under Article 11 of this act, ninety (90) days
16 after the effective date of the articles of merger.

17 (e) A person notifies or gives a notification to another person
18 by taking steps reasonably required to inform the other person in
19 ordinary course, whether or not the other person learns of it.

20 (f) A person receives a notification when the notification:

21 (1) comes to the person's attention; or

1 (2) is delivered at the person's place of business or at any
2 other place held out by the person as a place for receiving
3 communications.

4 (g) Except as otherwise provided in subsection (h) of this
5 section, a person other than an individual knows, has notice, or
6 receives a notification of a fact for purposes of a particular
7 transaction when the individual conducting the transaction for the
8 person knows, has notice, or receives a notification of the fact, or
9 in any event when the fact would have been brought to the
10 individual's attention if the person had exercised reasonable
11 diligence. A person other than an individual exercises reasonable
12 diligence if it maintains reasonable routines for communicating
13 significant information to the individual conducting the transaction
14 for the person and there is reasonable compliance with the routines.
15 Reasonable diligence does not require an individual acting for the
16 person to communicate information unless the communication is part
17 of the individual's regular duties or the individual has reason to
18 know of the transaction and that the transaction would be materially
19 affected by the information.

20 (h) A general partner's knowledge, notice, or receipt of a
21 notification of a fact relating to the limited partnership is
22 effective immediately as knowledge of, notice to, or receipt of a
23 notification by the limited partnership, except in the case of a

1 fraud on the limited partnership committed by or with the consent of
2 the general partner. A limited partner's knowledge, notice, or
3 receipt of a notification of a fact relating to the limited
4 partnership is not effective as knowledge of, notice to, or receipt
5 of a notification by the limited partnership.

6 SECTION 4. NEW LAW A new section of law to be codified
7 in the Oklahoma Statutes as Section 500-104 of Title 54, unless
8 there is created a duplication in numbering, reads as follows:

9 NATURE, PURPOSE, AND DURATION OF ENTITY.

10 (a) A limited partnership is an entity distinct from its
11 partners. A limited partnership is the same entity regardless of
12 whether its certificate states that the limited partnership is a
13 limited liability limited partnership.

14 (b) A limited partnership may be organized under the Uniform
15 Limited Partnership Act of 2009 for any lawful purpose.

16 (c) A limited partnership has a perpetual duration.

17 SECTION 5. NEW LAW A new section of law to be codified
18 in the Oklahoma Statutes as Section 500-105 of Title 54, unless
19 there is created a duplication in numbering, reads as follows:

20 POWERS.

21 A limited partnership has the powers to do all things necessary
22 or convenient to carry on its activities, including the power to
23 sue, be sued, and defend in its own name and to maintain an action

1 against a partner for harm caused to the limited partnership by a
2 breach of the partnership agreement or violation of a duty to the
3 partnership.

4 SECTION 6. NEW LAW A new section of law to be codified
5 in the Oklahoma Statutes as Section 500-106 of Title 54, unless
6 there is created a duplication in numbering, reads as follows:

7 GOVERNING LAW.

8 The law of this state governs relations among the partners of a
9 limited partnership and between the partners and the limited
10 partnership and the liability of partners as partners for an
11 obligation of the limited partnership.

12 SECTION 7. NEW LAW A new section of law to be codified
13 in the Oklahoma Statutes as Section 500-107 of Title 54, unless
14 there is created a duplication in numbering, reads as follows:

15 SUPPLEMENTAL PRINCIPLES OF LAW; RATE OF INTEREST.

16 (a) Unless displaced by particular provisions of the Uniform
17 Limited Partnership Act of 2009, the principles of law and equity
18 supplement the Uniform Limited Partnership Act of 2009.

19 (b) If an obligation to pay interest arises under the Uniform
20 Limited Partnership Act of 2009 and the rate is not specified, the
21 rate is that specified in Section 727.1 of Title 12 of the Oklahoma
22 Statutes.

1 SECTION 8. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-108 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 NAME.

5 (a) The name of a limited partnership may contain the name of
6 any partner.

7 (b) The name of a limited partnership that is not a limited
8 liability limited partnership must contain the phrase "limited
9 partnership" or the abbreviation "L.P." or "LP" and may not contain
10 the phrase "limited liability limited partnership" or the
11 abbreviation "LLLLP" or "L.L.L.P."

12 (c) The name of a limited liability limited partnership must
13 contain the phrase "limited liability limited partnership" or the
14 abbreviation "LLLLP" or "L.L.L.P." and must not contain the
15 abbreviation "L.P." or "LP."

16 (d) Unless authorized by subsection (e) of this section, the
17 name of a limited partnership must be distinguishable in the records
18 of the Secretary of State from:

19 (1) the name of each person other than an individual
20 incorporated, organized, or authorized to transact business in this
21 state; and

22 (2) each name reserved under Section 9 of this act.

1 (e) A limited partnership may apply to the Secretary of State
2 for authorization to use a name that does not comply with subsection
3 (d) of this section. The Secretary of State shall authorize use of
4 the name applied for if, as to each conflicting name:

5 (1) the present user, registrant, or owner of the conflicting
6 name consents in a signed record to the use and submits an
7 undertaking in a form satisfactory to the Secretary of State to
8 change the conflicting name to a name that complies with subsection
9 (d) of this section and is distinguishable in the records of the
10 Secretary of State from the name applied for;

11 (2) the applicant delivers to the Secretary of State a
12 certified copy of the final judgment of a court of competent
13 jurisdiction establishing the applicant's right to use in this state
14 the name applied for; or

15 (3) the applicant delivers to the Secretary of State proof
16 satisfactory to the Secretary of State that the present user,
17 registrant, or owner of the conflicting name:

18 (A) has merged into the applicant;

19 (B) has been converted into the applicant; or

20 (C) has transferred substantially all of its assets,
21 including the conflicting name, to the applicant.

22 (f) Subject to Section 79 of this act, this section applies to
23 any foreign limited partnership transacting business in this state,

1 having a certificate of authority to transact business in this
2 state, or applying for a certificate of authority.

3 SECTION 9. NEW LAW A new section of law to be codified
4 in the Oklahoma Statutes as Section 500-109 of Title 54, unless
5 there is created a duplication in numbering, reads as follows:

6 RESERVATION OF NAME.

7 (a) The exclusive right to the use of a name that complies with
8 Section 8 of this act may be reserved by:

9 (1) a person intending to organize a limited partnership under
10 the Uniform Limited Partnership Act of 2009 and to adopt the name;

11 (2) a limited partnership or a foreign limited partnership
12 authorized to transact business in this state intending to adopt the
13 name;

14 (3) a foreign limited partnership intending to obtain a
15 certificate of authority to transact business in this state and
16 adopt the name;

17 (4) a person intending to organize a foreign limited
18 partnership and intending to have it obtain a certificate of
19 authority to transact business in this state and adopt the name;

20 (5) a foreign limited partnership formed under the name; or

21 (6) a foreign limited partnership formed under a name that does
22 not comply with subsection (b) or (c) of Section 8 of this act, but
23 the name reserved under this paragraph may differ from the foreign

1 limited partnership's name only to the extent necessary to comply
2 with subsections (b) and (c) of Section 8 of this act.

3 (b) A person may apply to reserve a name under subsection (a)
4 of this section by delivering to the Secretary of State for filing
5 an application that states the name to be reserved and the paragraph
6 of subsection (a) of this section which applies. If the Secretary
7 of State finds that the name is available for use by the applicant,
8 the Secretary of State shall file a statement of name reservation
9 and thereby reserve the name for the exclusive use of the applicant
10 for one hundred twenty (120) days.

11 (c) An applicant that has reserved a name pursuant to
12 subsection (b) of this section may reserve the same name for
13 additional one-hundred-twenty-day periods. A person having a
14 current reservation for a name may not apply for another one-
15 hundred-twenty-day period for the same name until ninety (90) days
16 have elapsed in the current reservation.

17 (d) A person that has reserved a name under this section may
18 deliver to the Secretary of State for filing a notice of transfer
19 that states the reserved name, the name and street and mailing
20 address of some other person to which the reservation is to be
21 transferred, and the paragraph of subsection (a) of this section
22 which applies to the other person. Subject to subsection (c) of

1 Section 24 of this act, the transfer is effective when the Secretary
2 of State files the notice of transfer.

3 SECTION 10. NEW LAW A new section of law to be codified
4 in the Oklahoma Statutes as Section 500-110 of Title 54, unless
5 there is created a duplication in numbering, reads as follows:

6 EFFECT OF PARTNERSHIP AGREEMENT; NONWAIVABLE PROVISION.

7 (a) Except as otherwise provided in subsection (b) of this
8 section, the partnership agreement governs relations among the
9 partners and between the partners and the partnership. To the
10 extent the partnership agreement does not otherwise provide, the
11 Uniform Limited Partnership Act of 2009 governs relations among the
12 partners and between the partners and the partnership.

13 (b) A partnership agreement may not:

14 (1) vary a limited partnership's power under Section 5 of this
15 act to sue, be sued, and defend in its own name;

16 (2) vary the law applicable to a limited partnership under
17 Section 6 of this act;

18 (3) vary the requirements of Section 22 of this act;

19 (4) vary the information required under Section 11 of this act
20 or unreasonably restrict the right to information under Section 32
21 or 41 of this act, but the partnership agreement may impose
22 reasonable restrictions on the availability and use of information
23 obtained under those sections and may define appropriate remedies,

1 including liquidated damages, for a breach of any reasonable
2 restriction on use;

3 (5) eliminate the duty of loyalty under Section 42 of this act,
4 but the partnership agreement may:

5 (A) identify specific types or categories of activities
6 that do not violate the duty of loyalty, if not
7 manifestly unreasonable; and

8 (B) specify the number or percentage of partners which may
9 authorize or ratify, after full disclosure to all
10 partners of all material facts, a specific act or
11 transaction that otherwise would violate the duty of
12 loyalty;

13 (6) unreasonably reduce the duty of care under subsection (c)
14 of Section 42 of this act;

15 (7) eliminate the obligation of good faith and fair dealing
16 under subsection (b) of Section 33 of this act and subsection (d) of
17 Section 42 of this act, but the partnership agreement may prescribe
18 the standards by which the performance of the obligation is to be
19 measured, if the standards are not manifestly unreasonable;

20 (8) vary the power of a person to dissociate as a general
21 partner under subsection (a) of Section 55 of this act except to
22 require that the notice under paragraph (1) of Section 54 of this
23 act be in a record;

1 (9) vary the power of a court to decree dissolution in the
2 circumstances specified in Section 64 of this act;

3 (10) vary the requirement to wind up the partnership's business
4 as specified in Section 65 of this act;

5 (11) unreasonably restrict the right to maintain an action
6 under Article 10 of this act;

7 (12) restrict the right of a partner under subsection (a) of
8 Section 97 of this act to approve a conversion or merger or the
9 right of a general partner under subsection (b) of Section 97 of
10 this act to consent to an amendment to the certificate of limited
11 partnership which deletes a statement that the limited partnership
12 is a limited liability limited partnership; or

13 (13) restrict rights under the Uniform Limited Partnership Act
14 of 2009 of a person other than a partner or a transferee.

15 SECTION 11. NEW LAW A new section of law to be codified
16 in the Oklahoma Statutes as Section 500-111 of Title 54, unless
17 there is created a duplication in numbering, reads as follows:

18 REQUIRED INFORMATION.

19 A limited partnership shall maintain at its designated office
20 the following information:

21 (1) a current list showing the full name and last-known street
22 and mailing address of each partner, separately identifying the

1 general partners, in alphabetical order, and the limited partners,
2 in alphabetical order;

3 (2) a copy of the initial certificate of limited partnership
4 and all amendments to and restatements of the certificate, together
5 with signed copies of any powers of attorney under which any
6 certificate, amendment, or restatement has been signed;

7 (3) a copy of any filed articles of conversion or merger;

8 (4) a copy of the limited partnership's federal, state, and
9 local income tax returns and reports, if any, for the three (3) most
10 recent years;

11 (5) a copy of any partnership agreement made in a record and
12 any amendment made in a record to any partnership agreement;

13 (6) a copy of any financial statement of the limited
14 partnership for the three (3) most recent years;

15 (7) a copy of the three most recent annual reports delivered by
16 the limited partnership to the Secretary of State pursuant to
17 Section 28 of this act;

18 (8) a copy of any record made by the limited partnership during
19 the past three (3) years of any consent given by or vote taken of
20 any partner pursuant to the Uniform Limited Partnership Act of 2009
21 or the partnership agreement; and

22 (9) unless contained in a partnership agreement made in a
23 record, a record stating:

- 1 (A) the amount of cash, and a description and statement of
2 the agreed value of the other benefits, contributed
3 and agreed to be contributed by each partner;
- 4 (B) the times at which, or events on the happening of
5 which, any additional contributions agreed to be made
6 by each partner are to be made;
- 7 (C) for any person that is both a general partner and a
8 limited partner, a specification of what transferable
9 interest the person owns in each capacity; and
- 10 (D) any events upon the happening of which the limited
11 partnership is to be dissolved and its activities
12 wound up.

13 SECTION 12. NEW LAW A new section of law to be codified
14 in the Oklahoma Statutes as Section 500-112 of Title 54, unless
15 there is created a duplication in numbering, reads as follows:

16 BUSINESS TRANSACTIONS OF PARTNER WITH PARTNERSHIP.

17 A partner may lend money to and transact other business with the
18 limited partnership and has the same rights and obligations with
19 respect to the loan or other transaction as a person that is not a
20 partner.

21 SECTION 13. NEW LAW A new section of law to be codified
22 in the Oklahoma Statutes as Section 500-113 of Title 54, unless
23 there is created a duplication in numbering, reads as follows:

1 DUAL CAPACITY.

2 A person may be both a general partner and a limited partner. A
3 person that is both a general and limited partner has the rights,
4 powers, duties, and obligations provided by the Uniform Limited
5 Partnership Act of 2009 and the partnership agreement in each of
6 those capacities. When the person acts as a general partner, the
7 person is subject to the obligations, duties and restrictions under
8 the Uniform Limited Partnership Act of 2009 and the partnership
9 agreement for general partners. When the person acts as a limited
10 partner, the person is subject to the obligations, duties and
11 restrictions under the Uniform Limited Partnership Act of 2009 and
12 the partnership agreement for limited partners.

13 SECTION 14. NEW LAW A new section of law to be codified
14 in the Oklahoma Statutes as Section 500-114 of Title 54, unless
15 there is created a duplication in numbering, reads as follows:

16 OFFICE AND AGENT FOR SERVICE OF PROCESS.

17 (a) A limited partnership shall designate and continuously
18 maintain in this state:

19 (1) an office, which need not be a place of its activity in
20 this state; and

21 (2) an agent for service of process.

22 (b) A foreign limited partnership shall designate and
23 continuously maintain in this state an agent for service of process.

1 (c) An agent for service of process of a limited partnership or
2 foreign limited partnership must be an individual who is a resident
3 of this state or other person authorized to do business in this
4 state.

5 SECTION 15. NEW LAW A new section of law to be codified
6 in the Oklahoma Statutes as Section 500-115 of Title 54, unless
7 there is created a duplication in numbering, reads as follows:

8 CHANGE OF DESIGNATED OFFICE OR AGENT FOR SERVICE OF PROCESS.

9 (a) In order to change its designated office, agent for service
10 of process, or the address of its agent for service of process, a
11 limited partnership or a foreign limited partnership may deliver to
12 the Secretary of State for filing a statement of change containing:

13 (1) the name of the limited partnership or foreign limited
14 partnership;

15 (2) the street and mailing address of its current designated
16 office;

17 (3) if the current designated office is to be changed, the
18 street and mailing address of the new designated office;

19 (4) the name and street and mailing address of its current
20 agent for service of process; and

21 (5) if the current agent for service of process or an address
22 of the agent is to be changed, the new information.

1 (b) Subject to subsection (c) of Section 24 of this act, a
2 statement of change is effective when filed by the Secretary of
3 State.

4 SECTION 16. NEW LAW A new section of law to be codified
5 in the Oklahoma Statutes as Section 500-116 of Title 54, unless
6 there is created a duplication in numbering, reads as follows:

7 RESIGNATION OF AGENT FOR SERVICE OF PROCESS.

8 (a) In order to resign as an agent for service of process of a
9 limited partnership or foreign limited partnership, the agent must
10 deliver to the Secretary of State for filing a statement of
11 resignation containing the name of the limited partnership or
12 foreign limited partnership.

13 (b) After receiving a statement of resignation, the Secretary
14 of State shall file it and mail a copy to the designated office of
15 the limited partnership or foreign limited partnership and another
16 copy to the principal office if the address of the office appears in
17 the records of the Secretary of State and is different from the
18 address of the designated office.

19 (c) An agency for service of process is terminated on the 31st
20 day after the Secretary of State files the statement of resignation.

21 SECTION 17. NEW LAW A new section of law to be codified
22 in the Oklahoma Statutes as Section 500-117 of Title 54, unless
23 there is created a duplication in numbering, reads as follows:

1 SERVICE OF PROCESS.

2 (a) An agent for service of process appointed by a limited
3 partnership or foreign limited partnership is an agent of the
4 limited partnership or foreign limited partnership for service of
5 any process, notice, or demand required or permitted by law to be
6 served upon the limited partnership or foreign limited partnership.

7 (b) If a limited partnership or foreign limited partnership
8 does not appoint or maintain an agent for service of process in this
9 state or the agent for service of process cannot with reasonable
10 diligence be found at the agent's address, the Secretary of State is
11 an agent of the limited partnership or foreign limited partnership
12 upon whom process, notice, or demand may be served.

13 (c) Service of any process, notice, or demand on the Secretary
14 of State may be made by delivering to and leaving with the Secretary
15 of State duplicate copies of the process, notice, or demand. If a
16 process, notice, or demand is served on the Secretary of State, the
17 Secretary of State shall forward one of the copies by registered or
18 certified mail, return receipt requested, to the limited partnership
19 or foreign limited partnership at its designated office.

20 (d) Service is effected under subsection (c) of this section at
21 the earliest of:

22 (1) the date the limited partnership or foreign limited
23 partnership receives the process, notice, or demand;

1 (2) the date shown on the return receipt, if signed on behalf
2 of the limited partnership or foreign limited partnership; or

3 (3) five (5) days after the process, notice, or demand is
4 deposited in the mail, if mailed postpaid and correctly addressed.

5 (e) The Secretary of State shall keep a record of each process,
6 notice, and demand served pursuant to this section and record the
7 time of, and the action taken regarding, the service.

8 (f) This section does not affect the right to serve process,
9 notice, or demand in any other manner provided by law.

10 SECTION 18. NEW LAW A new section of law to be codified
11 in the Oklahoma Statutes as Section 500-118 of Title 54, unless
12 there is created a duplication in numbering, reads as follows:

13 CONSENT AND PROXIES OF PARTNERS.

14 Action requiring the consent of partners under the Uniform
15 Limited Partnership Act of 2009 may be taken without a meeting, and
16 a partner may appoint a proxy to consent or otherwise act for the
17 partner by signing an appointment record, either personally or by
18 the partner's attorney in fact.

19 ARTICLE 2

20 FORMATION; CERTIFICATE OF

21 LIMITED PARTNERSHIP AND OTHER FILINGS

1 SECTION 19. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-201 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 FORMATION OF LIMITED PARTNERSHIP; CERTIFICATE OF LIMITED
5 PARTNERSHIP.

6 (a) In order for a limited partnership to be formed, a
7 certificate of limited partnership must be delivered to the
8 Secretary of State for filing. The certificate must state:

9 (1) the name of the limited partnership, which must comply with
10 Section 8 of this act;

11 (2) the street and mailing address of the initial designated
12 office and the name and street and mailing address of the initial
13 agent for service of process;

14 (3) the name and the street and mailing address of each general
15 partner;

16 (4) whether the limited partnership is a limited liability
17 limited partnership; and

18 (5) any additional information required by Article 11 of this
19 act.

20 (b) A certificate of limited partnership may also contain any
21 other matters but may not vary or otherwise affect the provisions
22 specified in subsection (b) of Section 10 of this act in a manner
23 inconsistent with that section.

1 (c) If there has been substantial compliance with subsection
2 (a) of this section, subject to subsection (c) of Section 24 of this
3 act, a limited partnership is formed when the Secretary of State
4 files the certificate of limited partnership.

5 (d) Subject to subsection (b) of this section, if any provision
6 of a partnership agreement is inconsistent with the filed
7 certificate of limited partnership or with a filed statement of
8 dissociation, termination, or change or filed articles of conversion
9 or merger:

10 (1) the partnership agreement prevails as to partners and
11 transferees; and

12 (2) the filed certificate of limited partnership, statement of
13 dissociation, termination, or change or articles of conversion or
14 merger prevail as to persons, other than partners and transferees,
15 that reasonably rely on the filed record to their detriment.

16 SECTION 20. NEW LAW A new section of law to be codified
17 in the Oklahoma Statutes as Section 500-202 of Title 54, unless
18 there is created a duplication in numbering, reads as follows:

19 AMENDMENT OR RESTATEMENT OF CERTIFICATE.

20 (a) In order to amend its certificate of limited partnership, a
21 limited partnership must deliver to the Secretary of State for
22 filing an amendment or, pursuant to Article 11 of this act, articles
23 of merger stating:

1 (1) the name of the limited partnership;
2 (2) the date of filing of its initial certificate; and
3 (3) the changes the amendment makes to the certificate as most
4 recently amended or restated.

5 (b) A limited partnership shall promptly deliver to the
6 Secretary of State for filing an amendment to a certificate of
7 limited partnership to reflect:

8 (1) the admission of a new general partner;
9 (2) the dissociation of a person as a general partner; or
10 (3) the appointment of a person to wind up the limited
11 partnership's activities under subsection (c) or (d) of Section 65
12 of this act.

13 (c) A general partner that knows that any information in a
14 filed certificate of limited partnership was false when the
15 certificate was filed or has become false due to changed
16 circumstances shall promptly:

17 (1) cause the certificate to be amended; or
18 (2) if appropriate, deliver to the Secretary of State for
19 filing a statement of change pursuant to Section 15 of this act or a
20 statement of correction pursuant to Section 25 of this act.

21 (d) A certificate of limited partnership may be amended at any
22 time for any other proper purpose as determined by the limited
23 partnership.

1 (e) A restated certificate of limited partnership may be
2 delivered to the Secretary of State for filing in the same manner as
3 an amendment.

4 (f) Subject to subsection (c) of Section 24 of this act, an
5 amendment or restated certificate is effective when filed by the
6 Secretary of State.

7 SECTION 21. NEW LAW A new section of law to be codified
8 in the Oklahoma Statutes as Section 500-203 of Title 54, unless
9 there is created a duplication in numbering, reads as follows:

10 STATEMENT OF TERMINATION.

11 A dissolved limited partnership that has completed winding up
12 may deliver to the Secretary of State for filing a statement of
13 termination that states:

- 14 (1) the name of the limited partnership;
- 15 (2) the date of filing of its initial certificate of limited
16 partnership; and
- 17 (3) any other information as determined by the general partners
18 filing the statement or by a person appointed pursuant to subsection
19 (c) or (d) of Section 65 of this act.

20 SECTION 22. NEW LAW A new section of law to be codified
21 in the Oklahoma Statutes as Section 500-204 of Title 54, unless
22 there is created a duplication in numbering, reads as follows:

23 SIGNING OF RECORDS.

1 (a) Each record delivered to the Secretary of State for filing
2 pursuant to the Uniform Limited Partnership Act of 2009 must be
3 signed in the following manner:

4 (1) An initial certificate of limited partnership must be
5 signed by all general partners listed in the certificate.

6 (2) An amendment adding or deleting a statement that the
7 limited partnership is a limited liability limited partnership must
8 be signed by all general partners listed in the certificate.

9 (3) An amendment designating as general partner a person
10 admitted under subparagraph (B) of paragraph (3) of Section 63 of
11 this act following the dissociation of a limited partnership's last
12 general partner must be signed by that person.

13 (4) An amendment required by subsection (c) of Section 65 of
14 this act following the appointment of a person to wind up the
15 dissolved limited partnership's activities must be signed by that
16 person.

17 (5) Any other amendment must be signed by:

18 (A) at least one general partner listed in the
19 certificate;

20 (B) each other person designated in the amendment as a new
21 general partner; and

22 (C) each person that the amendment indicates has
23 dissociated as a general partner, unless:

1 (i) the person is deceased or a guardian or general
2 conservator has been appointed for the person and
3 the amendment so states; or

4 (ii) the person has previously delivered to the
5 Secretary of State for filing a statement of
6 dissociation.

7 (6) A restated certificate of limited partnership must be
8 signed by at least one general partner listed in the certificate,
9 and, to the extent the restated certificate effects a change under
10 any other paragraph of this subsection, the certificate must be
11 signed in a manner that satisfies that paragraph.

12 (7) A statement of termination must be signed by all general
13 partners listed in the certificate or, if the certificate of a
14 dissolved limited partnership lists no general partners, by the
15 person appointed pursuant to subsection (c) or (d) of Section 65 of
16 this act to wind up the dissolved limited partnership's activities.

17 (8) Articles of conversion must be signed by each general
18 partner listed in the certificate of limited partnership.

19 (9) Articles of merger must be signed as provided in subsection
20 (a) of Section 95 of this act.

21 (10) Any other record delivered on behalf of a limited
22 partnership to the Secretary of State for filing must be signed by
23 at least one general partner listed in the certificate.

1 (11) A statement by a person pursuant to paragraph (4) of
2 subsection (a) of Section 56 of this act stating that the person has
3 dissociated as a general partner must be signed by that person.

4 (12) A statement of withdrawal by a person pursuant to Section
5 34 must be signed by that person.

6 (13) A record delivered on behalf of a foreign limited
7 partnership to the Secretary of State for filing must be signed by
8 at least one general partner of the foreign limited partnership.

9 (14) Any other record delivered on behalf of any person to the
10 Secretary of State for filing must be signed by that person.

11 (b) Any person may sign by an attorney in fact any record to be
12 filed pursuant to the Uniform Limited Partnership Act of 2009.

13 SECTION 23. NEW LAW A new section of law to be codified
14 in the Oklahoma Statutes as Section 500-205 of Title 54, unless
15 there is created a duplication in numbering, reads as follows:

16 SIGNING AND FILING PURSUANT TO JUDICIAL ORDER.

17 (a) If a person required by the Uniform Limited Partnership Act
18 of 2009 to sign a record or deliver a record to the Secretary of
19 State for filing does not do so, any other person that is aggrieved
20 may petition the district court to order:

21 (1) the person to sign the record;

22 (2) the person to deliver the record to the Secretary of State
23 for filing; or

1 (3) the Secretary of State to file the record unsigned.

2 (b) If the person aggrieved under subsection (a) of this
3 section is not the limited partnership or foreign limited
4 partnership to which the record pertains, the aggrieved person shall
5 make the limited partnership or foreign limited partnership a party
6 to the action. A person aggrieved under subsection (a) of this
7 section may seek the remedies provided in subsection (a) of this
8 section in the same action in combination or in the alternative.

9 (c) A record filed unsigned pursuant to this section is
10 effective without being signed.

11 SECTION 24. NEW LAW A new section of law to be codified
12 in the Oklahoma Statutes as Section 500-206 of Title 54, unless
13 there is created a duplication in numbering, reads as follows:

14 DELIVERY TO AND FILING OF RECORDS BY SECRETARY OF STATE;
15 EFFECTIVE TIME AND DATE.

16 (a) A record authorized or required to be delivered to the
17 Secretary of State for filing under the Uniform Limited Partnership
18 Act of 2009 must be captioned to describe the record's purpose, be
19 in a medium permitted by the Secretary of State, and be delivered to
20 the Secretary of State. Unless the Secretary of State determines
21 that a record does not comply with the filing requirements of the
22 Uniform Limited Partnership Act of 2009, and if all filing fees have
23 been paid, the Secretary of State shall file the record and:

- 1 (1) for a statement of dissociation, send:
- 2 (A) a copy of the filed statement and a receipt for the
- 3 fees to the person which the statement indicates has
- 4 dissociated as a general partner; and
- 5 (B) a copy of the filed statement and receipt to the
- 6 limited partnership;
- 7 (2) for a statement of withdrawal, send:
- 8 (A) a copy of the filed statement and a receipt for the
- 9 fees to the person on whose behalf the record was
- 10 filed; and
- 11 (B) if the statement refers to an existing limited
- 12 partnership, a copy of the filed statement and receipt
- 13 to the limited partnership; and
- 14 (3) for all other records, send a copy of the filed record and
- 15 a receipt for the fees to the person on whose behalf the record was
- 16 filed.
- 17 (b) Upon request and payment of a fee, the Secretary of State
- 18 shall send to the requester a certified copy of the requested
- 19 record.
- 20 (c) Except as otherwise provided in Sections 16 and 25 of this
- 21 act, a record delivered to the Secretary of State for filing under
- 22 the Uniform Limited Partnership Act of 2009 may specify an effective
- 23 time and a delayed effective date. Except as otherwise provided in

1 the Uniform Limited Partnership Act of 2009, a record filed by the
2 Secretary of State is effective:

3 (1) if the record does not specify an effective time and does
4 not specify a delayed effective date, on the date and at the time
5 the record is filed as evidenced by the Secretary of State's
6 endorsement of the date and time on the record;

7 (2) if the record specifies an effective time but not a delayed
8 effective date, on the date the record is filed at the time
9 specified in the record;

10 (3) if the record specifies a delayed effective date but not an
11 effective time, at 12:01 a.m. on the earlier of:

12 (A) the specified date; or

13 (B) the ninetieth day after the record is filed; or

14 (4) if the record specifies an effective time and a delayed
15 effective date, at the specified time on the earlier of:

16 (A) the specified date; or

17 (B) the ninetieth day after the record is filed.

18 SECTION 25. NEW LAW A new section of law to be codified
19 in the Oklahoma Statutes as Section 500-207 of Title 54, unless
20 there is created a duplication in numbering, reads as follows:

21 CORRECTING FILED RECORD.

22 (a) A limited partnership or foreign limited partnership may
23 deliver to the Secretary of State for filing a statement of

1 correction to correct a record previously delivered by the limited
2 partnership or foreign limited partnership to the Secretary of State
3 and filed by the Secretary of State, if at the time of filing, the
4 record contained false or erroneous information or was defectively
5 signed.

6 (b) A statement of correction may not state a delayed effective
7 date and must:

8 (1) describe the record to be corrected, including its filing
9 date, or attach a copy of the record as filed;

10 (2) specify the incorrect information and the reason it is
11 incorrect or the manner in which the signing was defective; and

12 (3) correct the incorrect information or defective signature.

13 (c) When filed by the Secretary of State, a statement of
14 correction is effective retroactively as of the effective date of
15 the record the statement corrects, but the statement is effective
16 when filed:

17 (1) for the purposes of subsections (c) and (d) of Section 3 of
18 this act; and

19 (2) as to persons relying on the uncorrected record and
20 adversely affected by the correction.

21 SECTION 26. NEW LAW A new section of law to be codified
22 in the Oklahoma Statutes as Section 500-208 of Title 54, unless
23 there is created a duplication in numbering, reads as follows:

1 LIABILITY FOR FALSE INFORMATION IN FILED RECORD.

2 (a) If a record delivered to the Secretary of State for filing
3 under the Uniform Limited Partnership Act of 2009 and filed by the
4 Secretary of State contains false information, a person that suffers
5 loss by reliance on the information may recover damages for the loss
6 from:

7 (1) a person that signed the record, or caused another to sign
8 it on the person's behalf, and knew the information to be false at
9 the time the record was signed; and

10 (2) a general partner that has notice that the information was
11 false when the record was filed or has become false because of
12 changed circumstances, if the general partner has notice for a
13 reasonably sufficient time before the information is relied upon to
14 enable the general partner to effect an amendment under Section 20
15 of this act, file a petition pursuant to Section 23 of this act, or
16 deliver to the Secretary of State for filing a statement of change
17 pursuant to Section 15 of this act or a statement of correction
18 pursuant to Section 25 of this act.

19 (b) Signing a record authorized or required to be filed under
20 the Uniform Limited Partnership Act of 2009 constitutes an
21 affirmation under the penalties of perjury that the facts stated in
22 the record are true.

1 SECTION 27. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-209 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 CERTIFICATE OF EXISTENCE OR AUTHORIZATION.

5 (a) The Secretary of State, upon request and payment of the
6 requisite fee, shall furnish a certificate of existence for a
7 limited partnership if the records filed in the Office of the
8 Secretary of State show that the Secretary of State has filed a
9 certificate of limited partnership and has not filed a statement of
10 termination. A certificate of existence must state:

11 (1) the limited partnership's name;

12 (2) that it was duly formed under the laws of this state and
13 the date of formation;

14 (3) whether all fees, taxes, and penalties due to the Secretary
15 of State under the Uniform Limited Partnership Act of 2009 or other
16 law have been paid;

17 (4) whether the limited partnership's most recent annual report
18 required by Section 28 of this act has been filed by the Secretary
19 of State;

20 (5) whether the Secretary of State has administratively
21 dissolved the limited partnership;

1 (6) whether the limited partnership's certificate of limited
2 partnership has been amended to state that the limited partnership
3 is dissolved;

4 (7) that a statement of termination has not been filed by the
5 Secretary of State; and

6 (8) other facts of record in the Office of the Secretary of
7 State which may be requested by the applicant.

8 (b) The Secretary of State, upon request and payment of the
9 requisite fee, shall furnish a certificate of authorization for a
10 foreign limited partnership if the records filed in the Office of
11 the Secretary of State show that the Secretary of State has filed a
12 certificate of authority, has not revoked the certificate of
13 authority, and has not filed a notice of cancellation. A
14 certificate of authorization must state:

15 (1) the foreign limited partnership's name and any alternate
16 name adopted under subsection (a) of Section 79 of this act for use
17 in this state;

18 (2) that it is authorized to transact business in this state;

19 (3) whether all fees, taxes, and penalties due to the Secretary
20 of State under the Uniform Limited Partnership Act of 2009 or other
21 law have been paid;

1 (4) whether the foreign limited partnership's most recent
2 annual report required by Section 28 of this act has been filed by
3 the Secretary of State;

4 (5) that the Secretary of State has not revoked its certificate
5 of authority and has not filed a notice of cancellation; and

6 (6) other facts of record in the Office of the Secretary of
7 State which may be requested by the applicant.

8 (c) Subject to any qualification stated in the certificate, a
9 certificate of existence or authorization issued by the Secretary of
10 State may be relied upon as conclusive evidence that the limited
11 partnership or foreign limited partnership is in existence or is
12 authorized to transact business in this state.

13 SECTION 28. NEW LAW A new section of law to be codified
14 in the Oklahoma Statutes as Section 500-210 of Title 54, unless
15 there is created a duplication in numbering, reads as follows:

16 ANNUAL REPORT FOR SECRETARY OF STATE.

17 (a) A limited partnership or a foreign limited partnership
18 authorized to transact business in this state shall deliver to the
19 Secretary of State for filing an annual report that states:

20 (1) the name of the limited partnership or foreign limited
21 partnership;

1 (2) the street and mailing address of its designated office and
2 the name and street and mailing address of its agent for service of
3 process in this state;

4 (3) in the case of a limited partnership, the street and
5 mailing address of its principal office; and

6 (4) in the case of a foreign limited partnership, the state or
7 other jurisdiction under whose law the foreign limited partnership
8 is formed and any alternate name adopted under subsection (a) of
9 Section 79 of this act.

10 (b) Information in an annual report must be current as of the
11 date the annual report is delivered to the Secretary of State for
12 filing.

13 (c) The first annual report must be delivered to the Secretary
14 of State between January 1 and April 1 of the year following the
15 calendar year in which a limited partnership was formed or a foreign
16 limited partnership was authorized to transact business. An annual
17 report must be delivered to the Secretary of State between January 1
18 and April 1 of each subsequent calendar year.

19 (d) If an annual report does not contain the information
20 required in subsection (a) of this section, the Secretary of State
21 shall promptly notify the reporting limited partnership or foreign
22 limited partnership and return the report to it for correction. If
23 the report is corrected to contain the information required in

1 subsection (a) of this section and delivered to the Secretary of
2 State within thirty (30) days after the effective date of the
3 notice, it is timely delivered.

4 (e) If a filed annual report contains an address of a
5 designated office or the name or address of an agent for service of
6 process which differs from the information shown in the records of
7 the Secretary of State immediately before the filing, the differing
8 information in the annual report is considered a statement of change
9 under Section 15 of this act.

10 ARTICLE 3

11 LIMITED PARTNERS

12 SECTION 29. NEW LAW A new section of law to be codified
13 in the Oklahoma Statutes as Section 500-301 of Title 54, unless
14 there is created a duplication in numbering, reads as follows:

15 BECOMING LIMITED PARTNER.

16 A person becomes a limited partner:

17 (1) as provided in the partnership agreement;

18 (2) as the result of a conversion or merger under Article 11 of
19 this act; or

20 (3) with the consent of all the partners.

21 SECTION 30. NEW LAW A new section of law to be codified
22 in the Oklahoma Statutes as Section 500-302 of Title 54, unless
23 there is created a duplication in numbering, reads as follows:

1 NO RIGHT OR POWER AS LIMITED PARTNER TO BIND LIMITED
2 PARTNERSHIP.

3 A limited partner does not have the right or the power as a
4 limited partner to act for or bind the limited partnership.

5 SECTION 31. NEW LAW A new section of law to be codified
6 in the Oklahoma Statutes as Section 500-303 of Title 54, unless
7 there is created a duplication in numbering, reads as follows:

8 NO LIABILITY AS LIMITED PARTNER FOR LIMITED PARTNERSHIP
9 OBLIGATIONS.

10 An obligation of a limited partnership, whether arising in
11 contract, tort, or otherwise, is not the obligation of a limited
12 partner. A limited partner is not personally liable, directly or
13 indirectly, by way of contribution or otherwise, for an obligation
14 of the limited partnership solely by reason of being a limited
15 partner, even if the limited partner participates in the management
16 and control of the limited partnership.

17 SECTION 32. NEW LAW A new section of law to be codified
18 in the Oklahoma Statutes as Section 500-304 of Title 54, unless
19 there is created a duplication in numbering, reads as follows:

20 RIGHT OF LIMITED PARTNER AND FORMER LIMITED PARTNER TO
21 INFORMATION.

22 (a) On ten (10) days' demand, made in a record received by the
23 limited partnership, a limited partner may inspect and copy required

1 information during regular business hours in the limited
2 partnership's designated office. The limited partner need not have
3 any particular purpose for seeking the information.

4 (b) During regular business hours and at a reasonable location
5 specified by the limited partnership, a limited partner may obtain
6 from the limited partnership and inspect and copy true and full
7 information regarding the state of the activities and financial
8 condition of the limited partnership and other information regarding
9 the activities of the limited partnership as is just and reasonable
10 if:

11 (1) the limited partner seeks the information for a purpose
12 reasonably related to the partner's interest as a limited partner;

13 (2) the limited partner makes a demand in a record received by
14 the limited partnership, describing with reasonable particularity
15 the information sought and the purpose for seeking the information;
16 and

17 (3) the information sought is directly connected to the limited
18 partner's purpose.

19 (c) Within ten (10) days after receiving a demand pursuant to
20 subsection (b) of this section, the limited partnership in a record
21 shall inform the limited partner that made the demand:

22 (1) what information the limited partnership will provide in
23 response to the demand;

1 (2) when and where the limited partnership will provide the
2 information; and

3 (3) if the limited partnership declines to provide any demanded
4 information, the limited partnership's reasons for declining.

5 (d) Subject to subsection (f) of this section, a person
6 dissociated as a limited partner may inspect and copy required
7 information during regular business hours in the limited
8 partnership's designated office if:

9 (1) the information pertains to the period during which the
10 person was a limited partner;

11 (2) the person seeks the information in good faith; and

12 (3) the person meets the requirements of subsection (b) of this
13 section.

14 (e) The limited partnership shall respond to a demand made
15 pursuant to subsection (d) of this section in the same manner as
16 provided in subsection (c) of this section.

17 (f) If a limited partner dies, Section 62 of this act applies.

18 (g) The limited partnership may impose reasonable restrictions
19 on the use of information obtained under this section. In a dispute
20 concerning the reasonableness of a restriction under this
21 subsection, the limited partnership has the burden of proving
22 reasonableness.

1 (h) A limited partnership may charge a person that makes a
2 demand under this section reasonable costs of copying, limited to
3 the costs of labor and material.

4 (i) Whenever the Uniform Limited Partnership Act of 2009 or a
5 partnership agreement provides for a limited partner to give or
6 withhold consent to a matter, before the consent is given or
7 withheld, the limited partnership shall, without demand, provide the
8 limited partner with all information material to the limited
9 partner's decision that the limited partnership knows.

10 (j) A limited partner or person dissociated as a limited
11 partner may exercise the rights under this section through an
12 attorney or other agent. Any restriction imposed under subsection
13 (g) of this section or by the partnership agreement applies both to
14 the attorney or other agent and to the limited partner or person
15 dissociated as a limited partner.

16 (k) The rights stated in this section do not extend to a person
17 as transferee, but may be exercised by the legal representative of
18 an individual under legal disability who is a limited partner or
19 person dissociated as a limited partner.

20 SECTION 33. NEW LAW A new section of law to be codified
21 in the Oklahoma Statutes as Section 500-305 of Title 54, unless
22 there is created a duplication in numbering, reads as follows:

23 LIMITED DUTIES OF LIMITED PARTNERS.

1 (a) A limited partner does not have any fiduciary duty to the
2 limited partnership or to any other partner solely by reason of
3 being a limited partner.

4 (b) A limited partner shall discharge the duties to the
5 partnership and the other partners under the Uniform Limited
6 Partnership Act of 2009 or under the partnership agreement and
7 exercise any rights consistently with the obligation of good faith
8 and fair dealing.

9 (c) A limited partner does not violate a duty or obligation
10 under the Uniform Limited Partnership Act of 2009 or under the
11 partnership agreement merely because the limited partner's conduct
12 furthers the limited partner's own interest.

13 SECTION 34. NEW LAW A new section of law to be codified
14 in the Oklahoma Statutes as Section 500-306 of Title 54, unless
15 there is created a duplication in numbering, reads as follows:

16 PERSON ERRONEOUSLY BELIEVING SELF TO BE LIMITED PARTNER.

17 (a) Except as otherwise provided in subsection (b) of this
18 section, a person that makes an investment in a business enterprise
19 and erroneously but in good faith believes that the person has
20 become a limited partner in the enterprise is not liable for the
21 enterprise's obligations by reason of making the investment,
22 receiving distributions from the enterprise, or exercising any

1 rights of or appropriate to a limited partner, if, on ascertaining
2 the mistake, the person:

3 (1) causes an appropriate certificate of limited partnership,
4 amendment, or statement of correction to be signed and delivered to
5 the Secretary of State for filing; or

6 (2) withdraws from future participation as an owner in the
7 enterprise by signing and delivering to the Secretary of State for
8 filing a statement of withdrawal under this section.

9 (b) A person that makes an investment described in subsection
10 (a) of this section is liable to the same extent as a general
11 partner to any third party that enters into a transaction with the
12 enterprise, believing in good faith that the person is a general
13 partner, before the Secretary of State files a statement of
14 withdrawal, certificate of limited partnership, amendment, or
15 statement of correction to show that the person is not a general
16 partner.

17 (c) If a person makes a diligent effort in good faith to comply
18 with paragraph (1) of subsection (a) of this section and is unable
19 to cause the appropriate certificate of limited partnership,
20 amendment, or statement of correction to be signed and delivered to
21 the Secretary of State for filing, the person has the right to
22 withdraw from the enterprise pursuant to paragraph (2) of subsection
23 (a) of this section even if the withdrawal would otherwise breach an

1 agreement with others that are or have agreed to become co-owners of
2 the enterprise.

3 ARTICLE 4

4 GENERAL PARTNERS

5 SECTION 35. NEW LAW A new section of law to be codified
6 in the Oklahoma Statutes as Section 500-401 of Title 54, unless
7 there is created a duplication in numbering, reads as follows:

8 BECOMING GENERAL PARTNER.

9 A person becomes a general partner:

10 (1) as provided in the partnership agreement:

11 (2) under subparagraph (B) of paragraph (3) of Section 63 of
12 this act following the dissociation of a limited partnership's last
13 general partner;

14 (3) as the result of a conversion or merger under Article 11 of
15 this act; or

16 (4) with the consent of all the partners.

17 SECTION 36. NEW LAW A new section of law to be codified
18 in the Oklahoma Statutes as Section 500-402 of Title 54, unless
19 there is created a duplication in numbering, reads as follows:

20 GENERAL PARTNER AGENT OF LIMITED PARTNERSHIP.

21 (a) Each general partner is an agent of the limited partnership
22 for the purposes of its activities. An act of a general partner,
23 including the signing of a record in the partnership's name, for

1 apparently carrying on in the ordinary course the limited
2 partnership's activities or activities of the kind carried on by the
3 limited partnership binds the limited partnership, unless the
4 general partner did not have authority to act for the limited
5 partnership in the particular matter and the person with which the
6 general partner was dealing knew, had received a notification, or
7 had notice under subsection (d) of Section 3 of this act that the
8 general partner lacked authority.

9 (b) An act of a general partner which is not apparently for
10 carrying on in the ordinary course the limited partnership's
11 activities or activities of the kind carried on by the limited
12 partnership binds the limited partnership only if the act was
13 actually authorized by all the other partners.

14 SECTION 37. NEW LAW A new section of law to be codified
15 in the Oklahoma Statutes as Section 500-403 of Title 54, unless
16 there is created a duplication in numbering, reads as follows:

17 LIMITED PARTNERSHIP LIABLE FOR GENERAL PARTNER'S ACTIONABLE
18 CONDUCT.

19 (a) A limited partnership is liable for loss or injury caused
20 to a person, or for a penalty incurred, as a result of a wrongful
21 act or omission, or other actionable conduct, of a general partner
22 acting in the ordinary course of activities of the limited
23 partnership or with authority of the limited partnership.

1 (b) If, in the course of the limited partnership's activities
2 or while acting with authority of the limited partnership, a general
3 partner receives or causes the limited partnership to receive money
4 or property of a person not a partner, and the money or property is
5 misapplied by a general partner, the limited partnership is liable
6 for the loss.

7 SECTION 38. NEW LAW A new section of law to be codified
8 in the Oklahoma Statutes as Section 500-404 of Title 54, unless
9 there is created a duplication in numbering, reads as follows:

10 GENERAL PARTNER'S LIABILITY.

11 (a) Except as otherwise provided in subsections (b) and (c) of
12 this section, all general partners are liable jointly and severally
13 for all obligations of the limited partnership unless otherwise
14 agreed by the claimant or provided by law.

15 (b) A person that becomes a general partner of an existing
16 limited partnership is not personally liable for an obligation of a
17 limited partnership incurred before the person became a general
18 partner.

19 (c) An obligation of a limited partnership incurred while the
20 limited partnership is a limited liability limited partnership,
21 whether arising in contract, tort, or otherwise, is solely the
22 obligation of the limited partnership. A general partner is not
23 personally liable, directly or indirectly, by way of contribution or

1 otherwise, for such an obligation solely by reason of being or
2 acting as a general partner. This subsection applies despite
3 anything inconsistent in the partnership agreement that existed
4 immediately before the consent required to become a limited
5 liability limited partnership under paragraph (2) of subsection (b)
6 of Section 40 of this act.

7 SECTION 39. NEW LAW A new section of law to be codified
8 in the Oklahoma Statutes as Section 500-405 of Title 54, unless
9 there is created a duplication in numbering, reads as follows:

10 ACTIONS BY AND AGAINST PARTNERSHIP AND PARTNERS.

11 (a) To the extent not inconsistent with Section 38 of this act,
12 a general partner may be joined in an action against the limited
13 partnership or named in a separate action.

14 (b) A judgment against a limited partnership is not by itself a
15 judgment against a general partner. A judgment against a limited
16 partnership may not be satisfied from a general partner's assets
17 unless there is also a judgment against the general partner.

18 (c) A judgment creditor of a general partner may not levy
19 execution against the assets of the general partner to satisfy a
20 judgment based on a claim against the limited partnership, unless
21 the partner is personally liable for the claim under Section 38 of
22 this act and:

- 1 (1) a judgment based on the same claim has been obtained
2 against the limited partnership and a writ of execution on the
3 judgment has been returned unsatisfied in whole or in part;
- 4 (2) the limited partnership is a debtor in bankruptcy;
- 5 (3) the general partner has agreed that the creditor need not
6 exhaust limited partnership assets;
- 7 (4) a court grants permission to the judgment creditor to levy
8 execution against the assets of a general partner based on a finding
9 that limited partnership assets subject to execution are clearly
10 insufficient to satisfy the judgment, that exhaustion of limited
11 partnership assets is excessively burdensome, or that the grant of
12 permission is an appropriate exercise of the court's equitable
13 powers; or
- 14 (5) liability is imposed on the general partner by law or
15 contract independent of the existence of the limited partnership.

16 SECTION 40. NEW LAW A new section of law to be codified
17 in the Oklahoma Statutes as Section 500-406 of Title 54, unless
18 there is created a duplication in numbering, reads as follows:

19 MANAGEMENT RIGHTS OF GENERAL PARTNER.

20 (a) Each general partner has equal rights in the management and
21 conduct of the limited partnership's activities. Except as
22 expressly provided in the Uniform Limited Partnership Act of 2009,
23 any matter relating to the activities of the limited partnership may

1 be exclusively decided by the general partner or, if there is more
2 than one general partner, by a majority of the general partners.

3 (b) The consent of each partner is necessary to:

4 (1) amend the partnership agreement;

5 (2) amend the certificate of limited partnership to add or,
6 subject to Section 97 of this act, delete a statement that the
7 limited partnership is a limited liability limited partnership; and
8 (3) sell, lease, exchange, or otherwise dispose of all, or
9 substantially all, of the limited partnership's property, with or
10 without the good will, other than in the usual and regular course of
11 the limited partnership's activities.

12 (c) A limited partnership shall reimburse a general partner for
13 payments made and indemnify a general partner for liabilities
14 incurred by the general partner in the ordinary course of the
15 activities of the partnership or for the preservation of its
16 activities or property.

17 (d) A limited partnership shall reimburse a general partner for
18 an advance to the limited partnership beyond the amount of capital
19 the general partner agreed to contribute.

20 (e) A payment or advance made by a general partner which gives
21 rise to an obligation of the limited partnership under subsection
22 (c) or (d) of this section constitutes a loan to the limited

1 partnership which accrues interest from the date of the payment or
2 advance.

3 (f) A general partner is not entitled to remuneration for
4 services performed for the partnership.

5 SECTION 41. NEW LAW A new section of law to be codified
6 in the Oklahoma Statutes as Section 500-407 of Title 54, unless
7 there is created a duplication in numbering, reads as follows:

8 RIGHT OF GENERAL PARTNER AND FORMER GENERAL PARTNER TO
9 INFORMATION.

10 (a) A general partner, without having any particular purpose
11 for seeking the information, may inspect and copy during regular
12 business hours:

13 (1) in the limited partnership's designated office, required
14 information; and

15 (2) at a reasonable location specified by the limited
16 partnership, any other records maintained by the limited partnership
17 regarding the limited partnership's activities and financial
18 condition.

19 (b) Each general partner and the limited partnership shall
20 furnish to a general partner:

21 (1) without demand, any information concerning the limited
22 partnership's activities and activities reasonably required for the
23 proper exercise of the general partner's rights and duties under the

1 partnership agreement or the Uniform Limited Partnership Act of
2 2009; and

3 (2) on demand, any other information concerning the limited
4 partnership's activities, except to the extent the demand or the
5 information demanded is unreasonable or otherwise improper under the
6 circumstances.

7 (c) Subject to subsection (e) of this section, on ten (10)
8 days' demand made in a record received by the limited partnership, a
9 person dissociated as a general partner may have access to the
10 information and records described in subsection (a) of this section
11 at the location specified in subsection (a) of this section if:

12 (1) the information or record pertains to the period during
13 which the person was a general partner;

14 (2) the person seeks the information or record in good faith;
15 and

16 (3) the person satisfies the requirements imposed on a limited
17 partner by subsection (b) of Section 32 of this act.

18 (d) The limited partnership shall respond to a demand made
19 pursuant to subsection (c) of this section in the same manner as
20 provided in subsection (c) of Section 32 of this act.

21 (e) If a general partner dies, Section 62 of this act applies.

22 (f) The limited partnership may impose reasonable restrictions
23 on the use of information under this section. In any dispute

1 concerning the reasonableness of a restriction under this
2 subsection, the limited partnership has the burden of proving
3 reasonableness.

4 (g) A limited partnership may charge a person dissociated as a
5 general partner that makes a demand under this section reasonable
6 costs of copying, limited to the costs of labor and material.

7 (h) A general partner or person dissociated as a general
8 partner may exercise the rights under this section through an
9 attorney or other agent. Any restriction imposed under subsection
10 (f) of this section or by the partnership agreement applies both to
11 the attorney or other agent and to the general partner or person
12 dissociated as a general partner.

13 (i) The rights under this section do not extend to a person as
14 transferee, but the rights under subsection (c) of this section of a
15 person dissociated as a general partner may be exercised by the
16 legal representative of an individual who dissociated as a general
17 partner under subparagraph (B) or (C) of paragraph (7) of Section 54
18 of this act.

19 SECTION 42. NEW LAW A new section of law to be codified
20 in the Oklahoma Statutes as Section 500-408 of Title 54, unless
21 there is created a duplication in numbering, reads as follows:

22 GENERAL STANDARDS OF GENERAL PARTNER'S CONDUCT.

1 (a) The only fiduciary duties that a general partner has to the
2 limited partnership and the other partners are the duties of loyalty
3 and care under subsections (b) and (c) of this section.

4 (b) A general partner's duty of loyalty to the limited
5 partnership and the other partners is limited to the following:

6 (1) to account to the limited partnership and hold as trustee
7 for it any property, profit, or benefit derived by the general
8 partner in the conduct and winding up of the limited partnership's
9 activities or derived from a use by the general partner of limited
10 partnership property, including the appropriation of a limited
11 partnership opportunity;

12 (2) to refrain from dealing with the limited partnership in the
13 conduct or winding up of the limited partnership's activities as or
14 on behalf of a party having an interest adverse to the limited
15 partnership; and

16 (3) to refrain from competing with the limited partnership in
17 the conduct or winding up of the limited partnership's activities.

18 (c) A general partner's duty of care to the limited partnership
19 and the other partners in the conduct and winding up of the limited
20 partnership's activities is limited to refraining from engaging in
21 grossly negligent or reckless conduct, intentional misconduct, or a
22 knowing violation of law.

1 (d) A general partner shall discharge the duties to the
2 partnership and the other partners under the Uniform Limited
3 Partnership Act of 2009 or under the partnership agreement and
4 exercise any rights consistently with the obligation of good faith
5 and fair dealing.

6 (e) A general partner does not violate a duty or obligation
7 under the Uniform Limited Partnership Act of 2009 or under the
8 partnership agreement merely because the general partner's conduct
9 furthers the general partner's own interest.

10 ARTICLE 5

11 CONTRIBUTIONS AND DISTRIBUTIONS

12 SECTION 43. NEW LAW A new section of law to be codified
13 in the Oklahoma Statutes as Section 500-501 of Title 54, unless
14 there is created a duplication in numbering, reads as follows:

15 FORM OF CONTRIBUTION.

16 A contribution of a partner may consist of tangible or
17 intangible property or other benefit to the limited partnership,
18 including money, services performed, promissory notes, other
19 agreements to contribute cash or property, and contracts for
20 services to be performed.

21 SECTION 44. NEW LAW A new section of law to be codified
22 in the Oklahoma Statutes as Section 500-502 of Title 54, unless
23 there is created a duplication in numbering, reads as follows:

1 LIABILITY FOR CONTRIBUTION.

2 (a) A partner's obligation to contribute money or other
3 property or other benefit to, or to perform services for, a limited
4 partnership is not excused by the partner's death, disability, or
5 other inability to perform personally.

6 (b) If a partner does not make a promised nonmonetary
7 contribution, the partner is obligated at the option of the limited
8 partnership to contribute money equal to that portion of the value,
9 as stated in the required information, of the stated contribution
10 which has not been made.

11 (c) The obligation of a partner to make a contribution or
12 return money or other property paid or distributed in violation of
13 the Uniform Limited Partnership Act of 2009 may be compromised only
14 by consent of all partners. A creditor of a limited partnership
15 which extends credit or otherwise acts in reliance on an obligation
16 described in subsection (a) of this section, without notice of any
17 compromise under this subsection, may enforce the original
18 obligation.

19 SECTION 45. NEW LAW A new section of law to be codified
20 in the Oklahoma Statutes as Section 500-503 of Title 54, unless
21 there is created a duplication in numbering, reads as follows:

22 SHARING OF DISTRIBUTIONS.

1 A distribution by a limited partnership must be shared among the
2 partners on the basis of the value, as stated in the required
3 records when the limited partnership decides to make the
4 distribution, of the contributions the limited partnership has
5 received from each partner.

6 SECTION 46. NEW LAW A new section of law to be codified
7 in the Oklahoma Statutes as Section 500-504 of Title 54, unless
8 there is created a duplication in numbering, reads as follows:

9 INTERIM DISTRIBUTIONS.

10 A partner does not have a right to any distribution before the
11 dissolution and winding up of the limited partnership unless the
12 limited partnership decides to make an interim distribution.

13 SECTION 47. NEW LAW A new section of law to be codified
14 in the Oklahoma Statutes as Section 500-505 of Title 54, unless
15 there is created a duplication in numbering, reads as follows:

16 NO DISTRIBUTION ON ACCOUNT OF DISSOCIATION.

17 A person does not have a right to receive a distribution on
18 account of dissociation.

19 SECTION 48. NEW LAW A new section of law to be codified
20 in the Oklahoma Statutes as Section 500-506 of Title 54, unless
21 there is created a duplication in numbering, reads as follows:

22 DISTRIBUTION IN KIND.

1 A partner does not have a right to demand or receive any
2 distribution from a limited partnership in any form other than cash.
3 Subject to subsection (b) of Section 74 of this act, a limited
4 partnership may distribute an asset in kind to the extent each
5 partner receives a percentage of the asset equal to the partner's
6 share of distributions.

7 SECTION 49. NEW LAW A new section of law to be codified
8 in the Oklahoma Statutes as Section 500-507 of Title 54, unless
9 there is created a duplication in numbering, reads as follows:

10 RIGHT TO DISTRIBUTION.

11 When a partner or transferee becomes entitled to receive a
12 distribution, the partner or transferee has the status of, and is
13 entitled to all remedies available to, a creditor of the limited
14 partnership with respect to the distribution. However, the limited
15 partnership's obligation to make a distribution is subject to offset
16 for any amount owed to the limited partnership by the partner or
17 dissociated partner on whose account the distribution is made.

18 SECTION 50. NEW LAW A new section of law to be codified
19 in the Oklahoma Statutes as Section 500-508 of Title 54, unless
20 there is created a duplication in numbering, reads as follows:

21 LIMITATIONS ON DISTRIBUTION.

22 (a) A limited partnership may not make a distribution in
23 violation of the partnership agreement.

1 (b) A limited partnership may not make a distribution if after
2 the distribution:

3 (1) the limited partnership would not be able to pay its debts
4 as they become due in the ordinary course of the limited
5 partnership's activities; or

6 (2) the limited partnership's total assets would be less than
7 the sum of its total liabilities plus the amount that would be
8 needed, if the limited partnership were to be dissolved, wound up,
9 and terminated at the time of the distribution, to satisfy the
10 preferential rights upon dissolution, winding up, and termination of
11 partners whose preferential rights are superior to those of persons
12 receiving the distribution.

13 (c) A limited partnership may base a determination that a
14 distribution is not prohibited under subsection (b) of this section
15 on financial statements prepared on the basis of accounting
16 practices and principles that are reasonable in the circumstances or
17 on a fair valuation or other method that is reasonable in the
18 circumstances.

19 (d) Except as otherwise provided in subsection (g) of this
20 section, the effect of a distribution under subsection (b) of this
21 section is measured:

22 (1) in the case of distribution by purchase, redemption, or
23 other acquisition of a transferable interest in the limited

1 partnership, as of the date money or other property is transferred
2 or debt incurred by the limited partnership; and

3 (2) in all other cases, as of the date:

4 (A) the distribution is authorized, if the payment occurs
5 within one hundred twenty (120) days after that date;
6 or

7 (B) the payment is made, if payment occurs more than one
8 hundred twenty (120) days after the distribution is
9 authorized.

10 (e) A limited partnership's indebtedness to a partner incurred
11 by reason of a distribution made in accordance with this section is
12 at parity with the limited partnership's indebtedness to its
13 general, unsecured creditors.

14 (f) A limited partnership's indebtedness, including
15 indebtedness issued in connection with or as part of a distribution,
16 is not considered a liability for purposes of subsection (b) of this
17 section if the terms of the indebtedness provide that payment of
18 principal and interest are made only to the extent that a
19 distribution could then be made to partners under this section.

20 (g) If indebtedness is issued as a distribution, each payment
21 of principal or interest on the indebtedness is treated as a
22 distribution, the effect of which is measured on the date the
23 payment is made.

1 SECTION 51. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-509 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 LIABILITY FOR IMPROPER DISTRIBUTIONS.

5 (a) A general partner that consents to a distribution made in
6 violation of Section 50 of this act is personally liable to the
7 limited partnership for the amount of the distribution which exceeds
8 the amount that could have been distributed without the violation if
9 it is established that in consenting to the distribution the general
10 partner failed to comply with Section 42 of this act.

11 (b) A partner or transferee that received a distribution
12 knowing that the distribution to that partner or transferee was made
13 in violation of Section 50 of this act is personally liable to the
14 limited partnership but only to the extent that the distribution
15 received by the partner or transferee exceeded the amount that could
16 have been properly paid under Section 50 of this act.

17 (c) A general partner against which an action is commenced
18 under subsection (a) of this section may:

19 (1) implead in the action any other person that is liable under
20 subsection (a) of this section and compel contribution from the
21 person; and

22 (2) implead in the action any person that received a
23 distribution in violation of subsection (b) of this section and

1 compel contribution from the person in the amount the person
2 received in violation of subsection (b) of this section.

3 (d) An action under this section is barred if it is not
4 commenced within two (2) years after the distribution.

5 ARTICLE 6

6 DISSOCIATION

7 SECTION 52. NEW LAW A new section of law to be codified
8 in the Oklahoma Statutes as Section 500-601 of Title 54, unless
9 there is created a duplication in numbering, reads as follows:

10 DISSOCIATION AS LIMITED PARTNER.

11 (a) A person does not have a right to dissociate as a limited
12 partner before the termination of the limited partnership.

13 (b) A person is dissociated from a limited partnership as a
14 limited partner upon the occurrence of any of the following events:

15 (1) the limited partnership's having notice of the person's
16 express will to withdraw as a limited partner or on a later date
17 specified by the person;

18 (2) an event agreed to in the partnership agreement as causing
19 the person's dissociation as a limited partner;

20 (3) the person's expulsion as a limited partner pursuant to the
21 partnership agreement;

22 (4) the person's expulsion as a limited partner by the
23 unanimous consent of the other partners if:

- 1 (A) it is unlawful to carry on the limited partnership's
2 activities with the person as a limited partner;
- 3 (B) there has been a transfer of all of the person's
4 transferable interest in the limited partnership,
5 other than a transfer for security purposes, or a
6 court order charging the person's interest, which has
7 not been foreclosed;
- 8 (C) the person is a corporation and, within ninety (90)
9 days after the limited partnership notifies the person
10 that it will be expelled as a limited partner because
11 it has filed a certificate of dissolution or the
12 equivalent, its charter has been revoked, or its right
13 to conduct business has been suspended by the
14 jurisdiction of its incorporation, there is no
15 revocation of the certificate of dissolution or no
16 reinstatement of its charter or its right to conduct
17 business; or
- 18 (D) the person is a limited liability company or
19 partnership that has been dissolved and whose business
20 is being wound up;
- 21 (5) on application by the limited partnership, the person's
22 expulsion as a limited partner by judicial order because:

- 1 (A) the person engaged in wrongful conduct that adversely
2 and materially affected the limited partnership's
3 activities;
- 4 (B) the person willfully or persistently committed a
5 material breach of the partnership agreement or of the
6 obligation of good faith and fair dealing under
7 subsection (b) of Section 33 of this act; or
- 8 (C) the person engaged in conduct relating to the limited
9 partnership's activities which makes it not reasonably
10 practicable to carry on the activities with the person
11 as limited partner;
- 12 (6) in the case of a person who is an individual, the person's
13 death;
- 14 (7) in the case of a person that is a trust or is acting as a
15 limited partner by virtue of being a trustee of a trust,
16 distribution of the trust's entire transferable interest in the
17 limited partnership, but not merely by reason of the substitution of
18 a successor trustee;
- 19 (8) in the case of a person that is an estate or is acting as a
20 limited partner by virtue of being a personal representative of an
21 estate, distribution of the estate's entire transferable interest in
22 the limited partnership, but not merely by reason of the
23 substitution of a successor personal representative;

1 (9) termination of a limited partner that is not an individual,
2 partnership, limited liability company, corporation, trust, or
3 estate;

4 (10) the limited partnership's participation in a conversion or
5 merger under Article 11 of this act, if the limited partnership:

6 (A) is not the converted or surviving entity; or

7 (B) is the converted or surviving entity but, as a result
8 of the conversion or merger, the person ceases to be a
9 limited partner.

10 SECTION 53. NEW LAW A new section of law to be codified
11 in the Oklahoma Statutes as Section 500-602 of Title 54, unless
12 there is created a duplication in numbering, reads as follows:

13 EFFECT OF DISSOCIATION AS LIMITED PARTNER.

14 (a) Upon a person's dissociation as a limited partner:

15 (1) subject to Section 62 of this act, the person does not have
16 further rights as a limited partner;

17 (2) the person's obligation of good faith and fair dealing as a
18 limited partner under subsection (b) of Section 33 of this act
19 continues only as to matters arising and events occurring before the
20 dissociation; and

21 (3) subject to Section 62 of this act and Article 11 of this
22 act, any transferable interest owned by the person in the person's

1 capacity as a limited partner immediately before dissociation is
2 owned by the person as a mere transferee.

3 (b) A person's dissociation as a limited partner does not of
4 itself discharge the person from any obligation to the limited
5 partnership or the other partners which the person incurred while a
6 limited partner.

7 SECTION 54. NEW LAW A new section of law to be codified
8 in the Oklahoma Statutes as Section 500-603 of Title 54, unless
9 there is created a duplication in numbering, reads as follows:

10 DISSOCIATION AS GENERAL PARTNER.

11 A person is dissociated from a limited partnership as a general
12 partner upon the occurrence of any of the following events:

13 (1) the limited partnership's having notice of the person's
14 express will to withdraw as a general partner or on a later date
15 specified by the person;

16 (2) an event agreed to in the partnership agreement as causing
17 the person's dissociation as a general partner;

18 (3) the person's expulsion as a general partner pursuant to the
19 partnership agreement;

20 (4) the person's expulsion as a general partner by the
21 unanimous consent of the other partners if:

22 (A) it is unlawful to carry on the limited partnership's
23 activities with the person as a general partner;

- 1 (B) there has been a transfer of all or substantially all
2 of the person's transferable interest in the limited
3 partnership, other than a transfer for security
4 purposes, or a court order charging the person's
5 interest, which has not been foreclosed;
- 6 (C) the person is a corporation and, within ninety (90)
7 days after the limited partnership notifies the person
8 that it will be expelled as a general partner because
9 it has filed a certificate of dissolution or the
10 equivalent, its charter has been revoked, or its right
11 to conduct business has been suspended by the
12 jurisdiction of its incorporation, there is no
13 revocation of the certificate of dissolution or no
14 reinstatement of its charter or its right to conduct
15 business; or
- 16 (D) the person is a limited liability company or
17 partnership that has been dissolved and whose business
18 is being wound up;
- 19 (5) on application by the limited partnership, the person's
20 expulsion as a general partner by judicial determination because:
- 21 (A) the person engaged in wrongful conduct that adversely
22 and materially affected the limited partnership
23 activities;

- 1 (B) the person willfully or persistently committed a
2 material breach of the partnership agreement or of a
3 duty owed to the partnership or the other partners
4 under Section 42 of this act; or
- 5 (C) the person engaged in conduct relating to the limited
6 partnership's activities which makes it not reasonably
7 practicable to carry on the activities of the limited
8 partnership with the person as a general partner;
- 9 (6) the person's:
- 10 (A) becoming a debtor in bankruptcy;
- 11 (B) execution of an assignment for the benefit of
12 creditors;
- 13 (C) seeking, consenting to, or acquiescing in the
14 appointment of a trustee, receiver, or liquidator of
15 the person or of all or substantially all of the
16 person's property; or
- 17 (D) failure, within ninety (90) days after the
18 appointment, to have vacated or stayed the appointment
19 of a trustee, receiver, or liquidator of the general
20 partner or of all or substantially all of the person's
21 property obtained without the person's consent or
22 acquiescence, or failing within ninety (90) days after

1 the expiration of a stay to have the appointment
2 vacated;

3 (7) in the case of a person who is an individual:

4 (A) the person's death;

5 (B) the appointment of a guardian or general conservator
6 for the person; or

7 (C) a judicial determination that the person has otherwise
8 become incapable of performing the person's duties as
9 a general partner under the partnership agreement;

10 (8) in the case of a person that is a trust or is acting as a
11 general partner by virtue of being a trustee of a trust,
12 distribution of the trust's entire transferable interest in the
13 limited partnership, but not merely by reason of the substitution of
14 a successor trustee;

15 (9) in the case of a person that is an estate or is acting as a
16 general partner by virtue of being a personal representative of an
17 estate, distribution of the estate's entire transferable interest in
18 the limited partnership, but not merely by reason of the
19 substitution of a successor personal representative;

20 (10) termination of a general partner that is not an
21 individual, partnership, limited liability company, corporation,
22 trust, or estate; or

1 (11) the limited partnership's participation in a conversion or
2 merger under Article 11 of this act, if the limited partnership:

3 (A) is not the converted or surviving entity; or

4 (B) is the converted or surviving entity but, as a result
5 of the conversion or merger, the person ceases to be a
6 general partner.

7 SECTION 55. NEW LAW A new section of law to be codified
8 in the Oklahoma Statutes as Section 500-604 of Title 54, unless
9 there is created a duplication in numbering, reads as follows:

10 PERSON'S POWER TO DISSOCIATE AS GENERAL PARTNER; WRONGFUL
11 DISSOCIATION.

12 (a) A person has the power to dissociate as a general partner
13 at any time, rightfully or wrongfully, by express will pursuant to
14 paragraph (1) of Section 54 of this act.

15 (b) A person's dissociation as a general partner is wrongful
16 only if:

17 (1) it is in breach of an express provision of the partnership
18 agreement; or

19 (2) it occurs before the termination of the limited
20 partnership, and:

21 (A) the person withdraws as a general partner by express
22 will;

- 1 (B) the person is expelled as a general partner by
2 judicial determination under paragraph (5) of Section
3 54 of this act;
- 4 (C) the person is dissociated as a general partner by
5 becoming a debtor in bankruptcy; or
- 6 (D) in the case of a person that is not an individual,
7 trust other than a business trust, or estate, the
8 person is expelled or otherwise dissociated as a
9 general partner because it willfully dissolved or
10 terminated.

11 (c) A person that wrongfully dissociates as a general partner
12 is liable to the limited partnership and, subject to Section 83 of
13 this act, to the other partners for damages caused by the
14 dissociation. The liability is in addition to any other obligation
15 of the general partner to the limited partnership or to the other
16 partners.

17 SECTION 56. NEW LAW A new section of law to be codified
18 in the Oklahoma Statutes as Section 500-605 of Title 54, unless
19 there is created a duplication in numbering, reads as follows:

20 EFFECT OF DISSOCIATION AS GENERAL PARTNER.

21 (a) Upon a person's dissociation as a general partner:

1 (1) the person's right to participate as a general partner in
2 the management and conduct of the partnership's activities
3 terminates;

4 (2) the person's duty of loyalty as a general partner under
5 paragraph (3) of subsection (b) of Section 42 of this act
6 terminates;

7 (3) the person's duty of loyalty as a general partner under
8 paragraphs (1) and (2) of subsection (b) of Section 42 of this act
9 and duty of care under subsection (c) of Section 42 of this act
10 continue only with regard to matters arising and events occurring
11 before the person's dissociation as a general partner;

12 (4) the person may sign and deliver to the Secretary of State
13 for filing a statement of dissociation pertaining to the person and,
14 at the request of the limited partnership, shall sign an amendment
15 to the certificate of limited partnership which states that the
16 person has dissociated; and

17 (5) subject to Section 62 of this act and Article 11 of this
18 act, any transferable interest owned by the person immediately
19 before dissociation in the person's capacity as a general partner is
20 owned by the person as a mere transferee.

21 (b) A person's dissociation as a general partner does not of
22 itself discharge the person from any obligation to the limited

1 partnership or the other partners which the person incurred while a
2 general partner.

3 SECTION 57. NEW LAW A new section of law to be codified
4 in the Oklahoma Statutes as Section 500-606 of Title 54, unless
5 there is created a duplication in numbering, reads as follows:

6 POWER TO BIND AND LIABILITY TO LIMITED PARTNERSHIP BEFORE
7 DISSOLUTION OF PARTNERSHIP OF PERSON DISSOCIATED AS GENERAL PARTNER.

8 (a) After a person is dissociated as a general partner and
9 before the limited partnership is dissolved, converted under Article
10 11 of this act, or merged out of existence under Article 11 of this
11 act, the limited partnership is bound by an act of the person only
12 if:

13 (1) the act would have bound the limited partnership under
14 Section 36 of this act before the dissociation; and

15 (2) at the time the other party enters into the transaction:

16 (A) less than two (2) years has passed since the
17 dissociation; and

18 (B) the other party does not have notice of the
19 dissociation and reasonably believes that the person
20 is a general partner.

21 (b) If a limited partnership is bound under subsection (a) of
22 this section, the person dissociated as a general partner which
23 caused the limited partnership to be bound is liable:

1 (1) to the limited partnership for any damage caused to the
2 limited partnership arising from the obligation incurred under
3 subsection (a) of this section; and

4 (2) if a general partner or another person dissociated as a
5 general partner is liable for the obligation, to the general partner
6 or other person for any damage caused to the general partner or
7 other person arising from the liability.

8 SECTION 58. NEW LAW A new section of law to be codified
9 in the Oklahoma Statutes as Section 500-607 of Title 54, unless
10 there is created a duplication in numbering, reads as follows:

11 LIABILITY TO OTHER PERSONS OF PERSON DISSOCIATED AS GENERAL
12 PARTNER.

13 (a) A person's dissociation as a general partner does not of
14 itself discharge the person's liability as a general partner for an
15 obligation of the limited partnership incurred before dissociation.
16 Except as otherwise provided in subsections (b) and (c) of this
17 section, the person is not liable for a limited partnership's
18 obligation incurred after dissociation.

19 (b) A person whose dissociation as a general partner resulted
20 in a dissolution and winding up of the limited partnership's
21 activities is liable to the same extent as a general partner under
22 Section 38 of this act on an obligation incurred by the limited
23 partnership under Section 66 of this act.

1 (c) A person that has dissociated as a general partner but
2 whose dissociation did not result in a dissolution and winding up of
3 the limited partnership's activities is liable on a transaction
4 entered into by the limited partnership after the dissociation only
5 if:

6 (1) a general partner would be liable on the transaction; and

7 (2) at the time the other party enters into the transaction:

8 (A) less than two (2) years has passed since the
9 dissociation; and

10 (B) the other party does not have notice of the
11 dissociation and reasonably believes that the person
12 is a general partner.

13 (d) By agreement with a creditor of a limited partnership and
14 the limited partnership, a person dissociated as a general partner
15 may be released from liability for an obligation of the limited
16 partnership.

17 (e) A person dissociated as a general partner is released from
18 liability for an obligation of the limited partnership if the
19 limited partnership's creditor, with notice of the person's
20 dissociation as a general partner but without the person's consent,
21 agrees to a material alteration in the nature or time of payment of
22 the obligation.

23 ARTICLE 7

1 TRANSFERABLE INTERESTS AND RIGHTS

2 OF TRANSFEREES AND CREDITORS

3 SECTION 59. NEW LAW A new section of law to be codified
4 in the Oklahoma Statutes as Section 500-701 of Title 54, unless
5 there is created a duplication in numbering, reads as follows:

6 PARTNER'S TRANSFERABLE INTEREST.

7 The only interest of a partner which is transferable is the
8 partner's transferable interest. A transferable interest is
9 personal property.

10 SECTION 60. NEW LAW A new section of law to be codified
11 in the Oklahoma Statutes as Section 500-702 of Title 54, unless
12 there is created a duplication in numbering, reads as follows:

13 TRANSFER OF PARTNER'S TRANSFERABLE INTEREST.

14 (a) A transfer, in whole or in part, of a partner's
15 transferable interest:

16 (1) is permissible;

17 (2) does not by itself cause the partner's dissociation or a
18 dissolution and winding up of the limited partnership's activities;
19 and

20 (3) does not, as against the other partners or the limited
21 partnership, entitle the transferee to participate in the management
22 or conduct of the limited partnership's activities, to require
23 access to information concerning the limited partnership's

1 transactions except as otherwise provided in subsection (c) of this
2 section, or to inspect or copy the required information or the
3 limited partnership's other records.

4 (b) A transferee has a right to receive, in accordance with the
5 transfer:

6 (1) distributions to which the transferor would otherwise be
7 entitled; and

8 (2) upon the dissolution and winding up of the limited
9 partnership's activities the net amount otherwise distributable to
10 the transferor.

11 (c) In a dissolution and winding up, a transferee is entitled
12 to an account of the limited partnership's transactions only from
13 the date of dissolution.

14 (d) Upon transfer, the transferor retains the rights of a
15 partner other than the interest in distributions transferred and
16 retains all duties and obligations of a partner.

17 (e) A limited partnership need not give effect to a
18 transferee's rights under this section until the limited partnership
19 has notice of the transfer.

20 (f) A transfer of a partner's transferable interest in the
21 limited partnership in violation of a restriction on transfer
22 contained in the partnership agreement is ineffective as to a person
23 having notice of the restriction at the time of transfer.

1 (g) A transferee that becomes a partner with respect to a
2 transferable interest is liable for the transferor's obligations
3 under Sections 44 and 51 of this act. However, the transferee is
4 not obligated for liabilities unknown to the transferee at the time
5 the transferee became a partner.

6 SECTION 61. NEW LAW A new section of law to be codified
7 in the Oklahoma Statutes as Section 500-703 of Title 54, unless
8 there is created a duplication in numbering, reads as follows:

9 RIGHTS OF CREDITOR OF PARTNER OR TRANSFEREE.

10 (a) On application to a court of competent jurisdiction by any
11 judgment creditor of a partner or transferee, the court may charge
12 the transferable interest of the judgment debtor with payment of the
13 unsatisfied amount of the judgment with interest. To the extent so
14 charged, the judgment creditor has only the rights of a transferee.
15 The court may appoint a receiver of the share of the distributions
16 due or to become due to the judgment debtor in respect of the
17 partnership and make all other orders, directions, accounts, and
18 inquiries the judgment debtor might have made or which the
19 circumstances of the case may require to give effect to the charging
20 order.

21 (b) A charging order constitutes a lien on the judgment
22 debtor's transferable interest. The court may order a foreclosure

1 upon the interest subject to the charging order at any time. The
2 purchaser at the foreclosure sale has the rights of a transferee.

3 (c) At any time before foreclosure, an interest charged may be
4 redeemed:

5 (1) by the judgment debtor;

6 (2) with property other than limited partnership property, by
7 one or more of the other partners; or

8 (3) with limited partnership property, by the limited
9 partnership with the consent of all partners whose interests are not
10 so charged.

11 (d) The Uniform Limited Partnership Act of 2009 does not
12 deprive any partner or transferee of the benefit of any exemption
13 laws applicable to the partner's or transferee's transferable
14 interest.

15 (e) This section provides the exclusive remedy by which a
16 judgment creditor of a partner or transferee may satisfy a judgment
17 out of the judgment debtor's transferable interest.

18 SECTION 62. NEW LAW A new section of law to be codified
19 in the Oklahoma Statutes as Section 500-704 of Title 54, unless
20 there is created a duplication in numbering, reads as follows:

21 POWER OF ESTATE OF DECEASED PARTNER.

22 If a partner dies, the deceased partner's personal
23 representative or other legal representative may exercise the rights

1 of a transferee as provided in Section 60 of this act and, for the
2 purposes of settling the estate, may exercise the rights of a
3 current limited partner under Section 32 of this act.

4 ARTICLE 8

5 DISSOLUTION

6 SECTION 63. NEW LAW A new section of law to be codified
7 in the Oklahoma Statutes as Section 500-801 of Title 54, unless
8 there is created a duplication in numbering, reads as follows:

9 NONJUDICIAL DISSOLUTION.

10 Except as otherwise provided in Section 64 of this act, a
11 limited partnership is dissolved, and its activities must be wound
12 up, only upon the occurrence of any of the following:

- 13 (1) the happening of an event specified in the partnership
14 agreement;
- 15 (2) the consent of all general partners and of limited partners
16 owning a majority of the rights to receive distributions as limited
17 partners at the time the consent is to be effective;
- 18 (3) after the dissociation of a person as a general partner:
- 19 (A) if the limited partnership has at least one remaining
20 general partner, the consent to dissolve the limited
21 partnership given within ninety (90) days after the
22 dissociation by partners owning a majority of the

1 rights to receive distributions as partners at the
2 time the consent is to be effective; or
3 (B) if the limited partnership does not have a remaining
4 general partner, the passage of ninety (90) days after
5 the dissociation, unless before the end of the period:
6 (i) consent to continue the activities of the limited
7 partnership and admit at least one general
8 partner is given by limited partners owning a
9 majority of the rights to receive distributions
10 as limited partners at the time the consent is to
11 be effective; and
12 (ii) at least one person is admitted as a general
13 partner in accordance with the consent;
14 (4) the passage of ninety (90) days after the dissociation of
15 the limited partnership's last limited partner, unless before the
16 end of the period the limited partnership admits at least one
17 limited partner; or
18 (5) the signing and filing of a declaration of dissolution by
19 the Secretary of State under subsection (c) of Section 71 of this
20 act.

21 SECTION 64. NEW LAW A new section of law to be codified
22 in the Oklahoma Statutes as Section 500-802 of Title 54, unless
23 there is created a duplication in numbering, reads as follows:

1 JUDICIAL DISSOLUTION.

2 On application by a partner the district court may order
3 dissolution of a limited partnership if it is not reasonably
4 practicable to carry on the activities of the limited partnership in
5 conformity with the partnership agreement.

6 SECTION 65. NEW LAW A new section of law to be codified
7 in the Oklahoma Statutes as Section 500-803 of Title 54, unless
8 there is created a duplication in numbering, reads as follows:

9 WINDING UP.

10 (a) A limited partnership continues after dissolution only for
11 the purpose of winding up its activities.

12 (b) In winding up its activities, the limited partnership:

13 (1) may amend its certificate of limited partnership to state
14 that the limited partnership is dissolved, preserve the limited
15 partnership business or property as a going concern for a reasonable
16 time, prosecute and defend actions and proceedings, whether civil,
17 criminal, or administrative, transfer the limited partnership's
18 property, settle disputes by mediation or arbitration, file a
19 statement of termination as provided in Section 21 of this act, and
20 perform other necessary acts; and

21 (2) shall discharge the limited partnership's liabilities,
22 settle and close the limited partnership's activities, and marshal
23 and distribute the assets of the partnership.

1 (c) If a dissolved limited partnership does not have a general
2 partner, a person to wind up the dissolved limited partnership's
3 activities may be appointed by the consent of limited partners
4 owning a majority of the rights to receive distributions as limited
5 partners at the time the consent is to be effective. A person
6 appointed under this subsection:

7 (1) has the powers of a general partner under Section 66 of
8 this act; and

9 (2) shall promptly amend the certificate of limited partnership
10 to state:

11 (A) that the limited partnership does not have a general
12 partner;

13 (B) the name of the person that has been appointed to wind
14 up the limited partnership; and

15 (C) the street and mailing address of the person.

16 (d) On the application of any partner, the district court may
17 order judicial supervision of the winding up, including the
18 appointment of a person to wind up the dissolved limited
19 partnership's activities, if:

20 (1) a limited partnership does not have a general partner and
21 within a reasonable time following the dissolution no person has
22 been appointed pursuant to subsection (c) of this section; or

23 (2) the applicant establishes other good cause.

1 SECTION 66. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-804 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 POWER OF GENERAL PARTNER AND PERSON DISSOCIATED AS GENERAL
5 PARTNER TO BIND PARTNERSHIP AFTER DISSOLUTION.

6 (a) A limited partnership is bound by a general partner's act
7 after dissolution which:

8 (1) is appropriate for winding up the limited partnership's
9 activities; or

10 (2) would have bound the limited partnership under Section 36
11 of this act before dissolution, if, at the time the other party
12 enters into the transaction, the other party does not have notice of
13 the dissolution.

14 (b) A person dissociated as a general partner binds a limited
15 partnership through an act occurring after dissolution if:

16 (1) at the time the other party enters into the transaction:

17 (A) less than two (2) years has passed since the
18 dissociation; and

19 (B) the other party does not have notice of the
20 dissociation and reasonably believes that the person
21 is a general partner; and

22 (2) the act:

1 (A) is appropriate for winding up the limited
2 partnership's activities; or
3 (B) would have bound the limited partnership under Section
4 36 of this act before dissolution and at the time the
5 other party enters into the transaction the other
6 party does not have notice of the dissolution.

7 SECTION 67. NEW LAW A new section of law to be codified
8 in the Oklahoma Statutes as Section 500-805 of Title 54, unless
9 there is created a duplication in numbering, reads as follows:

10 LIABILITY AFTER DISSOLUTION OF GENERAL PARTNER AND PERSON
11 DISSOCIATED AS GENERAL PARTNER TO LIMITED PARTNERSHIP, OTHER GENERAL
12 PARTNERS, AND PERSONS DISSOCIATED AS GENERAL PARTNER.

13 (a) If a general partner having knowledge of the dissolution
14 causes a limited partnership to incur an obligation under subsection
15 (a) of Section 66 of this act by an act that is not appropriate for
16 winding up the partnership's activities, the general partner is
17 liable:

18 (1) to the limited partnership for any damage caused to the
19 limited partnership arising from the obligation; and

20 (2) if another general partner or a person dissociated as a
21 general partner is liable for the obligation, to that other general
22 partner or person for any damage caused to that other general
23 partner or person arising from the liability.

1 (b) If a person dissociated as a general partner causes a
2 limited partnership to incur an obligation under subsection (b) of
3 Section 66 of this act, the person is liable:

4 (1) to the limited partnership for any damage caused to the
5 limited partnership arising from the obligation; and

6 (2) if a general partner or another person dissociated as a
7 general partner is liable for the obligation, to the general partner
8 or other person for any damage caused to the general partner or
9 other person arising from the liability.

10 SECTION 68. NEW LAW A new section of law to be codified
11 in the Oklahoma Statutes as Section 500-806 of Title 54, unless
12 there is created a duplication in numbering, reads as follows:

13 KNOWN CLAIMS AGAINST DISSOLVED LIMITED PARTNERSHIP.

14 (a) A dissolved limited partnership may dispose of the known
15 claims against it by following the procedure described in subsection
16 (b) of this section.

17 (b) A dissolved limited partnership may notify its known
18 claimants of the dissolution in a record. The notice must:

19 (1) specify the information required to be included in a claim;
20 (2) provide a mailing address to which the claim is to be sent;
21 (3) state the deadline for receipt of the claim, which may not
22 be less than one hundred twenty (120) days after the date the notice
23 is received by the claimant;

1 (4) state that the claim will be barred if not received by the
2 deadline; and

3 (5) unless the limited partnership has been throughout its
4 existence a limited liability limited partnership, state that the
5 barring of a claim against the limited partnership will also bar any
6 corresponding claim against any general partner or person
7 dissociated as a general partner which is based on Section 38 of
8 this act.

9 (c) A claim against a dissolved limited partnership is barred
10 if the requirements of subsection (b) are met and:

11 (1) the claim is not received by the specified deadline; or

12 (2) in the case of a claim that is timely received but rejected
13 by the dissolved limited partnership, the claimant does not commence
14 an action to enforce the claim against the limited partnership
15 within ninety (90) days after the receipt of the notice of the
16 rejection.

17 (d) This section does not apply to a claim based on an event
18 occurring after the effective date of dissolution or a liability
19 that is contingent on that date.

20 SECTION 69. NEW LAW A new section of law to be codified
21 in the Oklahoma Statutes as Section 500-807 of Title 54, unless
22 there is created a duplication in numbering, reads as follows:

23 OTHER CLAIMS AGAINST DISSOLVED LIMITED PARTNERSHIP.

1 (a) A dissolved limited partnership may publish notice of its
2 dissolution and request persons having claims against the limited
3 partnership to present them in accordance with the notice.

4 (b) The notice must:

5 (1) be published at least once in a newspaper of general
6 circulation in the county in which the dissolved limited
7 partnership's principal office is located or, if it has none in this
8 state, in the county in which the limited partnership's designated
9 office is or was last located;

10 (2) describe the information required to be contained in a
11 claim and provide a mailing address to which the claim is to be
12 sent;

13 (3) state that a claim against the limited partnership is
14 barred unless an action to enforce the claim is commenced within
15 five (5) years after publication of the notice; and

16 (4) unless the limited partnership has been throughout its
17 existence a limited liability limited partnership, state that the
18 barring of a claim against the limited partnership will also bar any
19 corresponding claim against any general partner or person
20 dissociated as a general partner which is based on Section 38 of
21 this act.

22 (c) If a dissolved limited partnership publishes a notice in
23 accordance with subsection (b) of this section, the claim of each of

1 the following claimants is barred unless the claimant commences an
2 action to enforce the claim against the dissolved limited
3 partnership within five (5) years after the publication date of the
4 notice:

5 (1) a claimant that did not receive notice in a record under
6 Section 68 of this act;

7 (2) a claimant whose claim was timely sent to the dissolved
8 limited partnership but not acted on; and

9 (3) a claimant whose claim is contingent or based on an event
10 occurring after the effective date of dissolution.

11 (d) A claim not barred under this section may be enforced:

12 (1) against the dissolved limited partnership, to the extent of
13 its undistributed assets;

14 (2) if the assets have been distributed in liquidation, against
15 a partner or transferee to the extent of that person's proportionate
16 share of the claim or the limited partnership's assets distributed
17 to the partner or transferee in liquidation, whichever is less, but
18 a person's total liability for all claims under this paragraph does
19 not exceed the total amount of assets distributed to the person as
20 part of the winding up of the dissolved limited partnership; or

21 (3) against any person liable on the claim under Section 38 of
22 this act.

1 SECTION 70. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-808 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 LIABILITY OF GENERAL PARTNER AND PERSON DISSOCIATED AS GENERAL
5 PARTNER WHEN CLAIM AGAINST LIMITED PARTNERSHIP BARRED.

6 If a claim against a dissolved limited partnership is barred
7 under Section 68 or 69 of this act, any corresponding claim under
8 Section 38 of this act is also barred.

9 SECTION 71. NEW LAW A new section of law to be codified
10 in the Oklahoma Statutes as Section 500-809 of Title 54, unless
11 there is created a duplication in numbering, reads as follows:

12 ADMINISTRATIVE DISSOLUTION.

13 (a) The Secretary of State may dissolve a limited partnership
14 administratively if the limited partnership does not, within sixty
15 (60) days after the due date:

16 (1) pay any fee, tax, or penalty due to the Secretary of State
17 under the Uniform Limited Partnership Act of 2009 or other law; or

18 (2) deliver its annual report to the Secretary of State.

19 (b) If the Secretary of State determines that a ground exists
20 for administratively dissolving a limited partnership, the Secretary
21 of State shall file a record of the determination and serve the
22 limited partnership with a copy of the filed record.

1 (c) If within sixty (60) days after service of the copy the
2 limited partnership does not correct each ground for dissolution or
3 demonstrate to the reasonable satisfaction of the Secretary of State
4 that each ground determined by the Secretary of State does not
5 exist, the Secretary of State shall administratively dissolve the
6 limited partnership by preparing, signing and filing a declaration
7 of dissolution that states the grounds for dissolution. The
8 Secretary of State shall serve the limited partnership with a copy
9 of the filed declaration.

10 (d) A limited partnership administratively dissolved continues
11 its existence but may carry on only activities necessary to wind up
12 its activities and liquidate its assets under Sections 65 and 74 of
13 this act and to notify claimants under Sections 68 and 69 of this
14 act.

15 (e) The administrative dissolution of a limited partnership
16 does not terminate the authority of its agent for service of
17 process.

18 SECTION 72. NEW LAW A new section of law to be codified
19 in the Oklahoma Statutes as Section 500-810 of Title 54, unless
20 there is created a duplication in numbering, reads as follows:

21 REINSTATEMENT FOLLOWING ADMINISTRATIVE DISSOLUTION.

22 (a) A limited partnership that has been administratively
23 dissolved may apply to the Secretary of State for reinstatement

1 within two (2) years after the effective date of dissolution. The
2 application must be delivered to the Secretary of State for filing
3 and state:

4 (1) the name of the limited partnership and the effective date
5 of its administrative dissolution;

6 (2) that the grounds for dissolution either did not exist or
7 have been eliminated; and

8 (3) that the limited partnership's name satisfies the
9 requirements of Section 8 of this act.

10 (b) If the Secretary of State determines that an application
11 contains the information required by subsection (a) of this section
12 and that the information is correct, the Secretary of State shall
13 prepare a declaration of reinstatement that states this
14 determination, sign, and file the original of the declaration of
15 reinstatement, and serve the limited partnership with a copy.

16 (c) When reinstatement becomes effective, it relates back to
17 and takes effect as of the effective date of the administrative
18 dissolution and the limited partnership may resume its activities as
19 if the administrative dissolution had never occurred.

20 SECTION 73. NEW LAW A new section of law to be codified
21 in the Oklahoma Statutes as Section 500-811 of Title 54, unless
22 there is created a duplication in numbering, reads as follows:

23 APPEAL FROM DENIAL OF REINSTATEMENT.

1 (a) If the Secretary of State denies a limited partnership's
2 application for reinstatement following administrative dissolution,
3 the Secretary of State shall prepare, sign and file a notice that
4 explains the reason or reasons for denial and serve the limited
5 partnership with a copy of the notice.

6 (b) Within thirty (30) days after service of the notice of
7 denial, the limited partnership may appeal from the denial of
8 reinstatement by petitioning the district court to set aside the
9 dissolution. The petition must be served on the Secretary of State
10 and contain a copy of the Secretary of State's declaration of
11 dissolution, the limited partnership's application for
12 reinstatement, and the Secretary of State's notice of denial.

13 (c) The court may summarily order the Secretary of State to
14 reinstate the dissolved limited partnership or may take other action
15 the court considers appropriate.

16 SECTION 74. NEW LAW A new section of law to be codified
17 in the Oklahoma Statutes as Section 500-812 of Title 54, unless
18 there is created a duplication in numbering, reads as follows:

19 DISPOSITION OF ASSETS; WHEN CONTRIBUTIONS REQUIRED.

20 (a) In winding up a limited partnership's activities, the
21 assets of the limited partnership, including the contributions
22 required by this section, must be applied to satisfy the limited

1 partnership's obligations to creditors, including, to the extent
2 permitted by law, partners that are creditors.

3 (b) Any surplus remaining after the limited partnership
4 complies with subsection (a) of this section must be paid in cash as
5 a distribution.

6 (c) If a limited partnership's assets are insufficient to
7 satisfy all of its obligations under subsection (a) of this section,
8 with respect to each unsatisfied obligation incurred when the
9 limited partnership was not a limited liability limited partnership,
10 the following rules apply:

11 (1) Each person that was a general partner when the obligation
12 was incurred and that has not been released from the obligation
13 under Section 58 of this act shall contribute to the limited
14 partnership for the purpose of enabling the limited partnership to
15 satisfy the obligation. The contribution due from each of those
16 persons is in proportion to the right to receive distributions in
17 the capacity of general partner in effect for each of those persons
18 when the obligation was incurred.

19 (2) If a person does not contribute the full amount required
20 under paragraph (1) of this subsection with respect to an
21 unsatisfied obligation of the limited partnership, the other persons
22 required to contribute by paragraph (1) of this subsection on
23 account of the obligation shall contribute the additional amount

1 necessary to discharge the obligation. The additional contribution
2 due from each of those other persons is in proportion to the right
3 to receive distributions in the capacity of general partner in
4 effect for each of those other persons when the obligation was
5 incurred.

6 (3) If a person does not make the additional contribution
7 required by paragraph (2) of this subsection, further additional
8 contributions are determined and due in the same manner as provided
9 in that paragraph.

10 (d) A person that makes an additional contribution under
11 paragraph (2) or (3) of subsection (c) of this section may recover
12 from any person whose failure to contribute under paragraph (1) or
13 (2) of subsection (c) of this section necessitated the additional
14 contribution. A person may not recover under this subsection more
15 than the amount additionally contributed. A person's liability
16 under this subsection may not exceed the amount the person failed to
17 contribute.

18 (e) The estate of a deceased individual is liable for the
19 person's obligations under this section.

20 (f) An assignee for the benefit of creditors of a limited
21 partnership or a partner, or a person appointed by a court to
22 represent creditors of a limited partnership or a partner, may

1 enforce a person's obligation to contribute under subsection (c) of
2 this section.

3 ARTICLE 9

4 FOREIGN LIMITED PARTNERSHIPS

5 SECTION 75. NEW LAW A new section of law to be codified
6 in the Oklahoma Statutes as Section 500-901 of Title 54, unless
7 there is created a duplication in numbering, reads as follows:

8 GOVERNING LAW.

9 (a) The laws of the state or other jurisdiction under which a
10 foreign limited partnership is organized govern relations among the
11 partners of the foreign limited partnership and between the partners
12 and the foreign limited partnership and the liability of partners as
13 partners for an obligation of the foreign limited partnership.

14 (b) A foreign limited partnership may not be denied a
15 certificate of authority by reason of any difference between the
16 laws of the jurisdiction under which the foreign limited partnership
17 is organized and the laws of this state.

18 (c) A certificate of authority does not authorize a foreign
19 limited partnership to engage in any business or exercise any power
20 that a limited partnership may not engage in or exercise in this
21 state.

1 SECTION 76. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-902 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 APPLICATION FOR CERTIFICATE OF AUTHORITY.

5 (a) A foreign limited partnership may apply for a certificate
6 of authority to transact business in this state by delivering an
7 application to the Secretary of State for filing. The application
8 must state:

9 (1) the name of the foreign limited partnership and, if the
10 name does not comply with Section 8 of this act, an alternate name
11 adopted pursuant to subsection (a) of Section 79 of this act.

12 (2) the name of the state or other jurisdiction under whose law
13 the foreign limited partnership is organized;

14 (3) the street and mailing address of the foreign limited
15 partnership's principal office and, if the laws of the jurisdiction
16 under which the foreign limited partnership is organized require the
17 foreign limited partnership to maintain an office in that
18 jurisdiction, the street and mailing address of the required office;

19 (4) the name and street and mailing address of the foreign
20 limited partnership's initial agent for service of process in this
21 state;

22 (5) the name and street and mailing address of each of the
23 foreign limited partnership's general partners; and

1 (6) whether the foreign limited partnership is a foreign
2 limited liability limited partnership.

3 (b) A foreign limited partnership shall deliver with the
4 completed application a certificate of existence or a record of
5 similar import signed by the Secretary of State or other official
6 having custody of the foreign limited partnership's publicly filed
7 records in the state or other jurisdiction under whose law the
8 foreign limited partnership is organized.

9 SECTION 77. NEW LAW A new section of law to be codified
10 in the Oklahoma Statutes as Section 500-903 of Title 54, unless
11 there is created a duplication in numbering, reads as follows:

12 ACTIVITIES NOT CONSTITUTING TRANSACTING BUSINESS.

13 (a) Activities of a foreign limited partnership which do not
14 constitute transacting business in this state within the meaning of
15 this article include:

16 (1) maintaining, defending, and settling an action or
17 proceeding;

18 (2) holding meetings of its partners or carrying on any other
19 activity concerning its internal affairs;

20 (3) maintaining accounts in financial institutions;

21 (4) maintaining offices or agencies for the transfer, exchange,
22 and registration of the foreign limited partnership's own securities

1 or maintaining trustees or depositories with respect to those
2 securities;

3 (5) selling through independent contractors;

4 (6) soliciting or obtaining orders, whether by mail or
5 electronic means or through employees or agents or otherwise, if the
6 orders require acceptance outside this state before they become
7 contracts;

8 (7) creating or acquiring indebtedness, mortgages, or security
9 interests in real or personal property;

10 (8) securing or collecting debts or enforcing mortgages or
11 other security interests in property securing the debts, and
12 holding, protecting, and maintaining property so acquired;

13 (9) conducting an isolated transaction that is completed within
14 thirty (30) days and is not one in the course of similar
15 transactions of a like manner; and

16 (10) transacting business in interstate commerce.

17 (b) For purposes of this article, the ownership in this state
18 of income-producing real property or tangible personal property,
19 other than property excluded under subsection (a) of this section,
20 constitutes transacting business in this state.

21 (c) This section does not apply in determining the contacts or
22 activities that may subject a foreign limited partnership to service

1 of process, taxation, or regulation under any other law of this
2 state.

3 SECTION 78. NEW LAW A new section of law to be codified
4 in the Oklahoma Statutes as Section 500-904 of Title 54, unless
5 there is created a duplication in numbering, reads as follows:

6 FILING OF CERTIFICATE OF AUTHORITY.

7 Unless the Secretary of State determines that an application for
8 a certificate of authority does not comply with the filing
9 requirements of the Uniform Limited Partnership Act of 2009, the
10 Secretary of State, upon payment of all filing fees, shall file the
11 application, prepare, sign and file a certificate of authority to
12 transact business in this state, and send a copy of the filed
13 certificate, together with a receipt for the fees, to the foreign
14 limited partnership or its representative.

15 SECTION 79. NEW LAW A new section of law to be codified
16 in the Oklahoma Statutes as Section 500-905 of Title 54, unless
17 there is created a duplication in numbering, reads as follows:

18 NONCOMPLYING NAME OF FOREIGN LIMITED PARTNERSHIP.

19 (a) A foreign limited partnership whose name does not comply
20 with Section 8 of this act may not obtain a certificate of authority
21 until it adopts, for the purpose of transacting business in this
22 state, an alternate name that complies with Section 8 of this act.
23 After obtaining a certificate of authority with an alternate name, a

1 foreign limited partnership shall transact business in this state
2 under that name.

3 (b) If a foreign limited partnership authorized to transact
4 business in this state changes its name to one that does not comply
5 with Section 8 of this act, it may not thereafter transact business
6 in this state until it complies with subsection (a) of this section
7 and obtains an amended certificate of authority.

8 SECTION 80. NEW LAW A new section of law to be codified
9 in the Oklahoma Statutes as Section 500-906 of Title 54, unless
10 there is created a duplication in numbering, reads as follows:

11 REVOCATION OF CERTIFICATE OF AUTHORITY.

12 (a) A certificate of authority of a foreign limited partnership
13 to transact business in this state may be revoked by the Secretary
14 of State in the manner provided in subsections (b) and (c) of this
15 section if the foreign limited partnership does not:

16 (1) pay, within sixty (60) days after the due date, any fee,
17 tax or penalty due to the Secretary of State under the Uniform
18 Limited Partnership Act of 2009 or other law;

19 (2) deliver, within sixty (60) days after the due date, its
20 annual report required under Section 28 of this act;

21 (3) appoint and maintain an agent for service of process as
22 required by subsection (b) of Section 14 of this act; or

1 (4) deliver for filing a statement of a change under Section 15
2 of this act within thirty (30) days after a change has occurred in
3 the name or address of the agent.

4 (b) In order to revoke a certificate of authority, the
5 Secretary of State must prepare, sign, and file a notice of
6 revocation and send a copy to the foreign limited partnership's
7 agent for service of process in this state, or if the foreign
8 limited partnership does not appoint and maintain a proper agent in
9 this state, to the foreign limited partnership's designated office.
10 The notice must state:

11 (1) the revocation's effective date, which must be at least
12 sixty (60) days after the date the Secretary of State sends the
13 copy; and

14 (2) the foreign limited partnership's failures to comply with
15 subsection (a) of this section which are the reason for the
16 revocation.

17 (c) The authority of the foreign limited partnership to
18 transact business in this state ceases on the effective date of the
19 notice of revocation unless before that date the foreign limited
20 partnership cures each failure to comply with subsection (a) of this
21 section stated in the notice. If the foreign limited partnership
22 cures the failures, the Secretary of State shall so indicate on the
23 filed notice.

1 SECTION 81. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-907 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 CANCELLATION OF CERTIFICATE OF AUTHORITY; EFFECT OF FAILURE TO
5 HAVE CERTIFICATE.

6 (a) In order to cancel its certificate of authority to transact
7 business in this state, a foreign limited partnership must deliver
8 to the Secretary of State for filing a notice of cancellation. The
9 certificate is canceled when the notice becomes effective under
10 Section 24 of this act.

11 (b) A foreign limited partnership transacting business in this
12 state may not maintain an action or proceeding in this state unless
13 it has a certificate of authority to transact business in this
14 state.

15 (c) The failure of a foreign limited partnership to have a
16 certificate of authority to transact business in this state does not
17 impair the validity of a contract or act of the foreign limited
18 partnership or prevent the foreign limited partnership from
19 defending an action or proceeding in this state.

20 (d) A partner of a foreign limited partnership is not liable
21 for the obligations of the foreign limited partnership solely by
22 reason of the foreign limited partnership's having transacted
23 business in this state without a certificate of authority.

1 (e) If a foreign limited partnership transacts business in this
2 state without a certificate of authority or cancels its certificate
3 of authority, it appoints the Secretary of State as its agent for
4 service of process for rights of action arising out of the
5 transaction of business in this state.

6 SECTION 82. NEW LAW A new section of law to be codified
7 in the Oklahoma Statutes as Section 500-908 of Title 54, unless
8 there is created a duplication in numbering, reads as follows:

9 ACTION BY ATTORNEY GENERAL.

10 The Attorney General may maintain an action to restrain a
11 foreign limited partnership from transacting business in this state
12 in violation of this article.

13 ARTICLE 10

14 ACTIONS BY PARTNERS

15 SECTION 83. NEW LAW A new section of law to be codified
16 in the Oklahoma Statutes as Section 500-1001 of Title 54, unless
17 there is created a duplication in numbering, reads as follows:

18 DIRECT ACTION BY PARTNER.

19 (a) Subject to subsection (b) of this section, a partner may
20 maintain a direct action against the limited partnership or another
21 partner for legal or equitable relief, with or without an accounting
22 as to the partnership's activities, to enforce the rights and
23 otherwise protect the interests of the partner, including rights and

1 interests under the partnership agreement or the Uniform Limited
2 Partnership Act of 2009 or arising independently of the partnership
3 relationship.

4 (b) A partner commencing a direct action under this section is
5 required to plead and prove an actual or threatened injury that is
6 not solely the result of an injury suffered or threatened to be
7 suffered by the limited partnership.

8 (c) The accrual of, and any time limitation on, a right of
9 action for a remedy under this section is governed by other law. A
10 right to an accounting upon a dissolution and winding up does not
11 revive a claim barred by law.

12 SECTION 84. NEW LAW A new section of law to be codified
13 in the Oklahoma Statutes as Section 500-1002 of Title 54, unless
14 there is created a duplication in numbering, reads as follows:

15 DERIVATIVE ACTION.

16 A partner may maintain a derivative action to enforce a right of
17 a limited partnership if:

- 18 (1) the partner first makes a demand on the general partners,
19 requesting that they cause the limited partnership to bring an
20 action to enforce the right, and the general partners do not bring
21 the action within a reasonable time; or
- 22 (2) a demand would be futile.

1 SECTION 85. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-1003 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 PROPER PLAINTIFF.

5 A derivative action may be maintained only by a person that is a
6 partner at the time the action is commenced and:

7 (1) that was a partner when the conduct giving rise to the
8 action occurred; or

9 (2) whose status as a partner devolved upon the person by
10 operation of law or pursuant to the terms of the partnership
11 agreement from a person that was a partner at the time of the
12 conduct.

13 SECTION 86. NEW LAW A new section of law to be codified
14 in the Oklahoma Statutes as Section 500-1004 of Title 54, unless
15 there is created a duplication in numbering, reads as follows:

16 PLEADING.

17 In a derivative action, the complaint must state with
18 particularity:

19 (1) the date and content of plaintiff's demand and the general
20 partners' response to the demand; or

21 (2) why demand should be excused as futile.

1 SECTION 87. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-1005 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 PROCEEDS AND EXPENSES.

5 (a) Except as otherwise provided in subsection (b) of this
6 section:

7 (1) any proceeds or other benefits of a derivative action,
8 whether by judgment, compromise, or settlement, belong to the
9 limited partnership and not to the derivative plaintiff;

10 (2) if the derivative plaintiff receives any proceeds, the
11 derivative plaintiff shall immediately remit them to the limited
12 partnership.

13 (b) If a derivative action is successful in whole or in part,
14 the court may award the plaintiff reasonable expenses, including
15 reasonable attorney fees, from the recovery of the limited
16 partnership.

17 ARTICLE 11

18 CONVERSION AND MERGER

19 SECTION 88. NEW LAW A new section of law to be codified
20 in the Oklahoma Statutes as Section 500-1101 of Title 54, unless
21 there is created a duplication in numbering, reads as follows:

22 DEFINITIONS.

23 In this article:

- 1 (1) "Constituent limited partnership" means a constituent
2 organization that is a limited partnership;
- 3 (2) "Constituent organization" means an organization that is
4 party to a merger;
- 5 (3) "Converted organization" means the organization into which
6 a converting organization converts pursuant to Sections 89 through
7 92 of this act;
- 8 (4) "Converting limited partnership" means a converting
9 organization that is a limited partnership;
- 10 (5) "Converting organization" means an organization that
11 converts into another organization pursuant to Section 89 of this
12 act;
- 13 (6) "General partner" means a general partner of a limited
14 partnership;
- 15 (7) "Governing statute" of an organization means the statute
16 that governs the organization's internal affairs;
- 17 (8) "Organization" means a general partnership, including a
18 limited liability partnership; limited partnership, including a
19 limited liability limited partnership; limited liability company;
20 business trust; corporation; or any other person having a governing
21 statute. The term includes domestic and foreign organizations
22 whether or not organized for profit;
- 23 (9) "Organizational documents" means:

- 1 (A) for a domestic or foreign general partnership, its
2 partnership agreement;
- 3 (B) for a limited partnership or foreign limited
4 partnership, its certificate of limited partnership
5 and partnership agreement;
- 6 (C) for a domestic or foreign limited liability company,
7 its articles of organization and operating agreement,
8 or comparable records as provided in its governing
9 statute;
- 10 (D) for a business trust, its agreement of trust and
11 declaration of trust;
- 12 (E) for a domestic or foreign corporation for profit, its
13 articles of incorporation, bylaws, and other
14 agreements among its shareholders which are authorized
15 by its governing statute, or comparable records as
16 provided in its governing statute; and
- 17 (F) for any other organization, the basic records that
18 create the organization and determine its internal
19 governance and the relations among the persons that
20 own it, have an interest in it, or are members of it;

21 (10) "Personal liability" means personal liability for a debt,
22 liability, or other obligation of an organization which is imposed

1 on a person that co-owns, has an interest in, or is a member of the
2 organization:

3 (A) by the organization's governing statute solely by
4 reason of the person co-owning, having an interest in,
5 or being a member of the organization; or

6 (B) by the organization's organizational documents under a
7 provision of the organization's governing statute
8 authorizing those documents to make one or more
9 specified persons liable for all or specified debts,
10 liabilities, and other obligations of the organization
11 solely by reason of the person or persons co-owning,
12 having an interest in, or being a member of the
13 organization; and

14 (11) "Surviving organization" means an organization into which
15 one or more other organizations are merged. A surviving
16 organization may preexist the merger or be created by the merger.

17 SECTION 89. NEW LAW A new section of law to be codified
18 in the Oklahoma Statutes as Section 500-1102 of Title 54, unless
19 there is created a duplication in numbering, reads as follows:

20 CONVERSION.

21 (a) An organization other than a limited partnership may
22 convert to a limited partnership, and a limited partnership may

1 convert to another organization pursuant to this section and
2 Sections 90 through 92 of this act and a plan of conversion, if:

3 (1) the other organization's governing statute authorizes the
4 conversion;

5 (2) the conversion is not prohibited by the law of the
6 jurisdiction that enacted the governing statute; and

7 (3) the other organization complies with its governing statute
8 in effecting the conversion.

9 (b) A plan of conversion must be in a record and must include:

10 (1) the name and form of the organization before conversion;

11 (2) the name and form of the organization after conversion; and

12 (3) the terms and conditions of the conversion, including the
13 manner and basis for converting interests in the converting
14 organization into any combination of money, interests in the
15 converted organization, and other consideration; and

16 (4) the organizational documents of the converted organization.

17 SECTION 90. NEW LAW A new section of law to be codified
18 in the Oklahoma Statutes as Section 500-1103 of Title 54, unless
19 there is created a duplication in numbering, reads as follows:

20 ACTION ON PLAN OF CONVERSION BY CONVERTING LIMITED PARTNERSHIP.

21 (a) Subject to Section 97 of this act, a plan of conversion
22 must be consented to by all the partners of a converting limited
23 partnership.

1 (b) Subject to Section 97 of this act and any contractual
2 rights, after a conversion is approved, and at any time before a
3 filing is made under Section 91 of this act, a converting limited
4 partnership may amend the plan or abandon the planned conversion:

5 (1) as provided in the plan; and

6 (2) except as prohibited by the plan, by the same consent as
7 was required to approve the plan.

8 SECTION 91. NEW LAW A new section of law to be codified
9 in the Oklahoma Statutes as Section 500-1104 of Title 54, unless
10 there is created a duplication in numbering, reads as follows:

11 FILINGS REQUIRED FOR CONVERSION; EFFECTIVE DATE.

12 (a) After a plan of conversion is approved:

13 (1) a converting limited partnership shall deliver to the
14 Secretary of State for filing articles of conversion, which must
15 include:

16 (A) a statement that the limited partnership has been
17 converted into another organization;

18 (B) the name and form of the organization and the
19 jurisdiction of its governing statute;

20 (C) the date the conversion is effective under the
21 governing statute of the converted organization;

- 1 (D) a statement that the conversion was approved as
2 required by the Uniform Limited Partnership Act of
3 2009;
- 4 (E) a statement that the conversion was approved as
5 required by the governing statute of the converted
6 organization; and
- 7 (F) if the converted organization is a foreign
8 organization not authorized to transact business in
9 this state, the street and mailing address of an
10 office which the Secretary of State may use for the
11 purposes of subsection (c) of Section 92 of this act;
12 and

13 (2) if the converting organization is not a converting limited
14 partnership, the converting organization shall deliver to the
15 Secretary of State for filing a certificate of limited partnership,
16 which must include, in addition to the information required by
17 Section 19 of this act:

- 18 (A) a statement that the limited partnership was converted
19 from another organization;
- 20 (B) the name and form of the organization and the
21 jurisdiction of its governing statute; and

1 (C) a statement that the conversion was approved in a
2 manner that complied with the organization's governing
3 statute.

4 (b) A conversion becomes effective:

5 (1) if the converted organization is a limited partnership,
6 when the certificate of limited partnership takes effect; and

7 (2) if the converted organization is not a limited partnership,
8 as provided by the governing statute of the converted organization.

9 SECTION 92. NEW LAW A new section of law to be codified
10 in the Oklahoma Statutes as Section 500-1105 of Title 54, unless
11 there is created a duplication in numbering, reads as follows:

12 EFFECT OF CONVERSION.

13 (a) An organization that has been converted pursuant to this
14 article is for all purposes the same entity that existed before the
15 conversion.

16 (b) When a conversion takes effect:

17 (1) all property owned by the converting organization remains
18 vested in the converted organization;

19 (2) all debts, liabilities, and other obligations of the
20 converting organization continue as obligations of the converted
21 organization;

1 (3) an action or proceeding pending by or against the
2 converting organization may be continued as if the conversion had
3 not occurred;

4 (4) except as prohibited by other law, all of the rights,
5 privileges, immunities, powers, and purposes of the converting
6 organization remain vested in the converted organization;

7 (5) except as otherwise provided in the plan of conversion, the
8 terms and conditions of the plan of conversion take effect; and

9 (6) except as otherwise agreed, the conversion does not
10 dissolve a converting limited partnership for the purposes of
11 Article 8 of this act.

12 (c) A converted organization that is a foreign organization
13 consents to the jurisdiction of the courts of this state to enforce
14 any obligation owed by the converting limited partnership, if before
15 the conversion the converting limited partnership was subject to
16 suit in this state on the obligation. A converted organization that
17 is a foreign organization and not authorized to transact business in
18 this state appoints the Secretary of State as its agent for service
19 of process for purposes of enforcing an obligation under this
20 subsection. Service on the Secretary of State under this subsection
21 is made in the same manner and with the same consequences as in
22 subsections (c) and (d) of Section 17 of this act.

1 SECTION 93. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-1106 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 MERGER.

5 (a) A limited partnership may merge with one or more other
6 constituent organizations pursuant to this section and Sections 94
7 through 96 of this act and a plan of merger, if:

8 (1) the governing statute of each of the other organizations
9 authorizes the merger;

10 (2) the merger is not prohibited by the law of a jurisdiction
11 that enacted any of those governing statutes; and

12 (3) each of the other organizations complies with its governing
13 statute in effecting the merger.

14 (b) A plan of merger must be in a record and must include:

15 (1) the name and form of each constituent organization;

16 (2) the name and form of the surviving organization and, if the
17 surviving organization is to be created by the merger, a statement
18 to that effect;

19 (3) the terms and conditions of the merger, including the
20 manner and basis for converting the interests in each constituent
21 organization into any combination of money, interests in the
22 surviving organization, and other consideration;

1 (4) if the surviving organization is to be created by the
2 merger, the surviving organization's organizational documents; and
3 (5) if the surviving organization is not to be created by the
4 merger, any amendments to be made by the merger to the surviving
5 organization's organizational documents.

6 SECTION 94. NEW LAW A new section of law to be codified
7 in the Oklahoma Statutes as Section 500-1107 of Title 54, unless
8 there is created a duplication in numbering, reads as follows:

9 ACTION ON PLAN OF MERGER BY CONSTITUENT LIMITED PARTNERSHIP.

10 (a) Subject to Section 97 of this act, a plan of merger must be
11 consented to by all the partners of a constituent limited
12 partnership.

13 (b) Subject to Section 97 of this act and any contractual
14 rights, after a merger is approved, and at any time before a filing
15 is made under Section 95 of this act, a constituent limited
16 partnership may amend the plan or abandon the planned merger:

- 17 (1) as provided in the plan; and
18 (2) except as prohibited by the plan, with the same consent as
19 was required to approve the plan.

20 SECTION 95. NEW LAW A new section of law to be codified
21 in the Oklahoma Statutes as Section 500-1108 of Title 54, unless
22 there is created a duplication in numbering, reads as follows:

23 FILINGS REQUIRED FOR MERGER; EFFECTIVE DATE.

1 (a) After each constituent organization has approved a merger,
2 articles of merger must be signed on behalf of:

3 (1) each preexisting constituent limited partnership, by each
4 general partner listed in the certificate of limited partnership;
5 and

6 (2) each other preexisting constituent organization, by an
7 authorized representative.

8 (b) The articles of merger must include:

9 (1) the name and form of each constituent organization and the
10 jurisdiction of its governing statute;

11 (2) the name and form of the surviving organization, the
12 jurisdiction of its governing statute, and, if the surviving
13 organization is created by the merger, a statement to that effect;

14 (3) the date the merger is effective under the governing
15 statute of the surviving organization;

16 (4) if the surviving organization is to be created by the
17 merger:

18 (A) if it will be a limited partnership, the limited
19 partnership's certificate of limited partnership; or

20 (B) if it will be an organization other than a limited
21 partnership, the organizational document that creates
22 the organization;

1 (5) if the surviving organization preexists the merger, any
2 amendments provided for in the plan of merger for the organizational
3 document that created the organization;

4 (6) a statement as to each constituent organization that the
5 merger was approved as required by the organization's governing
6 statute;

7 (7) if the surviving organization is a foreign organization not
8 authorized to transact business in this state, the street and
9 mailing address of an office which the Secretary of State may use
10 for the purposes of subsection (b) of Section 96 of this act; and

11 (8) any additional information required by the governing
12 statute of any constituent organization.

13 (c) Each constituent limited partnership shall deliver the
14 articles of merger for filing in the Office of the Secretary of
15 State.

16 (d) A merger becomes effective under this article:

17 (1) if the surviving organization is a limited partnership,
18 upon the later of:

19 (A) compliance with subsection (c) of this section; or

20 (B) subject to subsection (c) of Section 24 of this act,
21 as specified in the articles of merger; or

22 (2) if the surviving organization is not a limited partnership,
23 as provided by the governing statute of the surviving organization.

1 SECTION 96. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-1109 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 EFFECT OF MERGER.

5 (a) When a merger becomes effective:

6 (1) the surviving organization continues or comes into
7 existence;

8 (2) each constituent organization that merges into the
9 surviving organization ceases to exist as a separate entity;

10 (3) all property owned by each constituent organization that
11 ceases to exist vests in the surviving organization;

12 (4) all debts, liabilities, and other obligations of each
13 constituent organization that ceases to exist continue as
14 obligations of the surviving organization;

15 (5) an action or proceeding pending by or against any
16 constituent organization that ceases to exist may be continued as if
17 the merger had not occurred;

18 (6) except as prohibited by other law, all of the rights,
19 privileges, immunities, powers, and purposes of each constituent
20 organization that ceases to exist vest in the surviving
21 organization;

22 (7) except as otherwise provided in the plan of merger, the
23 terms and conditions of the plan of merger take effect;

1 (8) except as otherwise agreed, if a constituent limited
2 partnership ceases to exist, the merger does not dissolve the
3 limited partnership for the purposes of Article 8 of this act;
4 (9) if the surviving organization is created by the merger:
5 (A) if it is a limited partnership, the certificate of
6 limited partnership becomes effective; or
7 (B) if it is an organization other than a limited
8 partnership, the organizational document that creates
9 the organization becomes effective; and
10 (10) if the surviving organization preexists the merger, any
11 amendments provided for in the articles of merger for the
12 organizational document that created the organization become
13 effective.
14 (b) A surviving organization that is a foreign organization
15 consents to the jurisdiction of the courts of this state to enforce
16 any obligation owed by a constituent organization, if before the
17 merger the constituent organization was subject to suit in this
18 state on the obligation. A surviving organization that is a foreign
19 organization and not authorized to transact business in this state
20 appoints the Secretary of State as its agent for service of process
21 for the purposes of enforcing an obligation under this subsection.
22 Service on the Secretary of State under this subsection is made in

1 the same manner and with the same consequences as in subsections (c)
2 and (d) of Section 17 of this act.

3 SECTION 97. NEW LAW A new section of law to be codified
4 in the Oklahoma Statutes as Section 500-1110 of Title 54, unless
5 there is created a duplication in numbering, reads as follows:

6 RESTRICTIONS ON APPROVAL OF CONVERSIONS AND MERGERS AND ON
7 RELINQUISHING LLLP STATUS.

8 (a) If a partner of a converting or constituent limited
9 partnership will have personal liability with respect to a converted
10 or surviving organization, approval and amendment of a plan of
11 conversion or merger are ineffective without the consent of the
12 partner, unless:

13 (1) the limited partnership's partnership agreement provides
14 for the approval of the conversion or merger with the consent of
15 fewer than all the partners; and

16 (2) the partner has consented to the provision of the
17 partnership agreement.

18 (b) An amendment to a certificate of limited partnership which
19 deletes a statement that the limited partnership is a limited
20 liability limited partnership is ineffective without the consent of
21 each general partner unless:

1 (1) the limited partnership's partnership agreement provides
2 for the amendment with the consent of less than all the general
3 partners; and

4 (2) each general partner that does not consent to the amendment
5 has consented to the provision of the partnership agreement.

6 (c) A partner does not give the consent required by subsection
7 (a) or (b) of this section merely by consenting to a provision of
8 the partnership agreement which permits the partnership agreement to
9 be amended with the consent of fewer than all the partners.

10 SECTION 98. NEW LAW A new section of law to be codified
11 in the Oklahoma Statutes as Section 500-1111 of Title 54, unless
12 there is created a duplication in numbering, reads as follows:

13 LIABILITY OF GENERAL PARTNER AFTER CONVERSION OR MERGER.

14 (a) A conversion or merger under this article does not
15 discharge any liability under Sections 38 and 58 of this act of a
16 person that was a general partner in or dissociated as a general
17 partner from a converting or constituent limited partnership, but:

18 (1) the provisions of the Uniform Limited Partnership Act of
19 2009 pertaining to the collection or discharge of the liability
20 continue to apply to the liability;

21 (2) for the purposes of applying those provisions, the
22 converted or surviving organization is deemed to be the converting
23 or constituent limited partnership; and

1 (3) if a person is required to pay any amount under this
2 subsection:

3 (A) the person has a right of contribution from each other
4 person that was liable as a general partner under
5 Section 38 of this act when the obligation was
6 incurred and has not been released from the obligation
7 under Section 58 of this act; and

8 (B) the contribution due from each of those persons is in
9 proportion to the right to receive distributions in
10 the capacity of general partner in effect for each of
11 those persons when the obligation was incurred.

12 (b) In addition to any other liability provided by law:

13 (1) a person that immediately before a conversion or merger
14 became effective was a general partner in a converting or
15 constituent limited partnership that was not a limited liability
16 limited partnership is personally liable for each obligation of the
17 converted or surviving organization arising from a transaction with
18 a third party after the conversion or merger becomes effective, if,
19 at the time the third party enters into the transaction, the third
20 party:

21 (A) does not have notice of the conversion or merger; and

22 (B) reasonably believes that:

- 1 (i) the converted or surviving business is the
2 converting or constituent limited partnership;
- 3 (ii) the converting or constituent limited partnership
4 is not a limited liability limited partnership;
5 and
- 6 (iii) the person is a general partner in the converting
7 or constituent limited partnership; and
- 8 (2) a person that was dissociated as a general partner from a
9 converting or constituent limited partnership before the conversion
10 or merger became effective is personally liable for each obligation
11 of the converted or surviving organization arising from a
12 transaction with a third party after the conversion or merger
13 becomes effective, if:
- 14 (A) immediately before the conversion or merger became
15 effective the converting or surviving limited
16 partnership was not a limited liability limited
17 partnership; and
- 18 (B) at the time the third party enters into the
19 transaction less than two (2) years have passed since
20 the person dissociated as a general partner and the
21 third party:
- 22 (i) does not have notice of the dissociation;

1 (A) does not have notice of the conversion or merger; and
2 (B) reasonably believes that the converted or surviving
3 business is the converting or constituent limited
4 partnership and that the person is a general partner
5 in the converting or constituent limited partnership.

6 (b) An act of a person that before a conversion or merger
7 became effective was dissociated as a general partner from a
8 converting or constituent limited partnership binds the converted or
9 surviving organization after the conversion or merger becomes
10 effective, if:

11 (1) before the conversion or merger became effective, the act
12 would have bound the converting or constituent limited partnership
13 under Section 36 of this act if the person had been a general
14 partner; and

15 (2) at the time the third party enters into the transaction,
16 less than two (2) years have passed since the person dissociated as
17 a general partner and the third party:

18 (A) does not have notice of the dissociation;
19 (B) does not have notice of the conversion or merger; and
20 (C) reasonably believes that the converted or surviving
21 organization is the converting or constituent limited
22 partnership and that the person is a general partner
23 in the converting or constituent limited partnership.

1 (c) If a person having knowledge of the conversion or merger
2 causes a converted or surviving organization to incur an obligation
3 under subsection (a) or (b) of this section, the person is liable:

4 (1) to the converted or surviving organization for any damage
5 caused to the organization arising from the obligation; and

6 (2) if another person is liable for the obligation, to that
7 other person for any damage caused to that other person arising from
8 the liability.

9 SECTION 100. NEW LAW A new section of law to be codified
10 in the Oklahoma Statutes as Section 500-1113 of Title 54, unless
11 there is created a duplication in numbering, reads as follows:

12 ARTICLE NOT EXCLUSIVE.

13 This article does not preclude an entity from being converted or
14 merged under other law.

15 ARTICLE 12

16 MISCELLANEOUS PROVISIONS

17 SECTION 101. NEW LAW A new section of law to be codified
18 in the Oklahoma Statutes as Section 500-1201 of Title 54, unless
19 there is created a duplication in numbering, reads as follows:

20 UNIFORMITY OF APPLICATION AND CONSTRUCTION.

21 In applying and construing the Uniform Limited Partnership Act
22 of 2009, consideration must be given to the need to promote

1 uniformity of the law with respect to its subject matter among
2 states that enact it.

3 SECTION 102. NEW LAW A new section of law to be codified
4 in the Oklahoma Statutes as Section 500-1202 of Title 54, unless
5 there is created a duplication in numbering, reads as follows:

6 [Reserved]

7 SECTION 103. NEW LAW A new section of law to be codified
8 in the Oklahoma Statutes as Section 500-1203 of Title 54, unless
9 there is created a duplication in numbering, reads as follows:

10 RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL
11 COMMERCE ACT.

12 The Uniform Limited Partnership Act of 2009 modifies, limits, or
13 supersedes the federal Electronic Signatures in Global and National
14 Commerce Act, 15 U.S.C., Section 7001 et seq., but the Uniform
15 Limited Partnership Act of 2009 does not modify, limit, or supersede
16 Section 101(c) of the federal Electronic Signatures in Global and
17 National Commerce Act or authorize electronic delivery of any of the
18 notices described in Section 103(b) of that act.

19 SECTION 104. NEW LAW A new section of law to be codified
20 in the Oklahoma Statutes as Section 500-1204 of Title 54, unless
21 there is created a duplication in numbering, reads as follows:

22 [Reserved]

1 SECTION 105. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-1205 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 [Reserved]

5 SECTION 106. NEW LAW A new section of law to be codified
6 in the Oklahoma Statutes as Section 500-1206 of Title 54, unless
7 there is created a duplication in numbering, reads as follows:

8 APPLICATION TO EXISTING RELATIONSHIPS.

9 (a) Before July 1, 2008, the Uniform Limited Partnership Act of
10 2009 governs only:

11 (1) a limited partnership formed on or after November 1, 2009;
12 and

13 (2) except as otherwise provided in subsections (c) and (d) of
14 this section, a limited partnership formed before November 1, 2009,
15 which elects, in the manner provided in its partnership agreement or
16 by law for amending the partnership agreement, to be subject to the
17 Uniform Limited Partnership Act of 2009.

18 (b) Except as otherwise provided in subsection (c) of this
19 section, on and after July 1, 2008, the Uniform Limited Partnership
20 Act of 2009 governs all limited partnerships.

21 (c) With respect to a limited partnership formed before
22 November 1, 2009, the following rules apply except as the partners

1 otherwise elect in the manner provided in the partnership agreement
2 or by law for amending the partnership agreement:

3 (1) Subsection (c) of Section 4 of this act does not apply and
4 the limited partnership has whatever duration it had under the law
5 applicable immediately before November 1, 2009.

6 (2) The limited partnership is not required to amend its
7 certificate of limited partnership to comply with paragraph (4) of
8 subsection (a) of Section 19 of this act.

9 (3) Sections 52 and 53 of this act do not apply and a limited
10 partner has the same right and power to dissociate from the limited
11 partnership, with the same consequences, as existed immediately
12 before November 1, 2009.

13 (4) Paragraph (4) of Section 54 of this act does not apply.

14 (5) Paragraph (5) of Section 54 of this act does not apply and
15 a court has the same power to expel a general partner as the court
16 had immediately before November 1, 2009.

17 (6) Paragraph (3) of Section 63 of this act does not apply and
18 the connection between a person's dissociation as a general partner
19 and the dissolution of the limited partnership is the same as
20 existed immediately before November 1, 2009.

21 (d) With respect to a limited partnership that elects pursuant
22 to paragraph (2) of subsection (a) of this section to be subject to
23 the Uniform Limited Partnership Act of 2009, after the election

1 takes effect the provisions of the Uniform Limited Partnership Act
2 of 2009 relating to the liability of the limited partnership's
3 general partners to third parties apply:

4 (1) before July 1, 2008, to:

5 (A) a third party that had not done business with the
6 limited partnership in the year before the election
7 took effect; and

8 (B) a third party that had done business with the limited
9 partnership in the year before the election took
10 effect only if the third party knows or has received a
11 notification of the election; and

12 (2) on and after July 1, 2008, to all third parties, but those
13 provisions remain inapplicable to any obligation incurred while
14 those provisions were inapplicable under subparagraph (B) of
15 paragraph (1) of this subsection.

16 SECTION 107. NEW LAW A new section of law to be codified
17 in the Oklahoma Statutes as Section 500-1207 of Title 54, unless
18 there is created a duplication in numbering, reads as follows:

19 SAVINGS CLAUSE.

20 The Uniform Limited Partnership Act of 2009 does not affect an
21 action commenced, proceeding brought, or right accrued before the
22 Uniform Limited Partnership Act of 2009 takes effect.

1 SECTION 108. REPEALER 54 O.S. 2001, Sections 141, 142,
2 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155,
3 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168,
4 169, 170, 174, 177, 178, 181, 301, 302, as amended by Section 38,
5 Chapter 253, O.S.L. 2008, 303, as amended by Section 39, Chapter
6 253, O.S.L. 2008, 304, 305, 305.1, 306, 307, 308, 309, as amended by
7 Section 40, Chapter 253, O.S.L. 2008, 310, 310.1, as amended by
8 Section 41, Chapter 253, O.S.L. 2008, 310.2, as last amended by
9 Section 42, Chapter 253, O.S.L. 2008, 310.3, as last amended by
10 Section 43, Chapter 253, O.S.L. 2008, 311, as amended by Section 44,
11 Chapter 253, O.S.L. 2008, 311.1, as last amended by Section 45,
12 Chapter 253, O.S.L. 2008, 312, 313, 314, as amended by Section 46,
13 Chapter 253, O.S.L. 2008, 315, 316, 317, 318, 319, 320, 321, 322,
14 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335,
15 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348,
16 349, 350, 350.1, 351, 352, 353, 353.1, 353.2, 353.3, 354, as amended
17 by Section 47, Chapter 253, O.S.L. 2008, 355, 356, 357, 358, 359,
18 360, 361, 362, 363, 364 and 365 (54 O.S. Supp. 2008, Sections 302,
19 303, 309, 310.1, 310.2, 310.3, 311, 311.1, 314 and 354), are hereby
20 repealed.

21 SECTION 109. This act shall become effective November 1, 2009.

22 COMMITTEE REPORT BY: COMMITTEE ON JUDICIARY, dated 2-17-09 - DO
23 PASS, As Amended and Coauthored.