

SENATE CHAMBER

STATE OF OKLAHOMA

DISPOSITION BY SENATE

FLOOR AMENDMENT

No. _____

(Date)

Mr./Madame President:

I move to amend Senate Bill No. 1132, by striking the title, enacting clause and entire body of the bill and substituting the attached floor substitute.

Submitted by:

Senator Anderson

Anderson-TEK-FA-SB1132
2/26/2009 10:36 AM

STATE OF OKLAHOMA

1st Session of the 52nd Legislature (2009)

FLOOR SUBSTITUTE
FOR

SENATE BILL NO. 1132

By: Anderson of the Senate

and

Sherrer of the House

FLOOR SUBSTITUTE

[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:

1 DEFINITIONS.

2 In the Uniform Limited Partnership Act of 2009:

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

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

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

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

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

17 (4) "Designated office" means:

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

21 (B) with respect to a foreign limited partnership, its
22 principal office.

23 (5) "Distribution" means a transfer of money or other property
24 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
24

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
24 and one or more limited partners, which is formed under the Uniform

1 Limited Partnership Act of 2009 by two or more persons or becomes
2 subject to the Uniform Limited Partnership Act of 2009 under Article
3 11 of this act or subsection (a) or (b) of Section 106 of this act.

4 The term includes a limited liability limited partnership.

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

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

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

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

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

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

1 (18) "Required information" means the information that a
2 limited partnership is required to maintain under Section 11 of this
3 act.

4 (19) "Sign" means:

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

7 (B) to attach or logically associate an electronic symbol,
8 sound, or process to or with a record with the present
9 intent to authenticate the record.

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

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

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

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

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

1 KNOWLEDGE AND NOTICE.

2 (a) A person knows a fact if the person has actual knowledge of
3 it.

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

5 (1) knows of it;

6 (2) has received a notification of it;

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

9 (4) has notice of it under subsection (c) or (d) of this
10 section.

11 (c) A certificate of limited partnership on file in the Office
12 of the Secretary of State is notice that the partnership is a
13 limited partnership and the persons designated in the certificate as
14 general partners are general partners. Except as otherwise provided
15 in subsection (d) of this section, the certificate is not notice of
16 any other fact.

17 (d) A person has notice of:

18 (1) another person's dissociation as a general partner, ninety
19 (90) days after the effective date of an amendment to the
20 certificate of limited partnership which states that the other
21 person has dissociated or ninety (90) days after the effective date
22 of a statement of dissociation pertaining to the other person,
23 whichever occurs first;

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

4 (3) a limited partnership's cessation, ninety (90) days after
5 the effective date of a statement of cessation;

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

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

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

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

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

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

19 (g) Except as otherwise provided in subsection (h) of this
20 section, a person other than an individual knows, has notice, or
21 receives a notification of a fact for purposes of a particular
22 transaction when the individual conducting the transaction for the
23 person knows, has notice, or receives a notification of the fact, or
24 in any event when the fact would have been brought to the

1 individual's attention if the person had exercised reasonable
2 diligence. A person other than an individual exercises reasonable
3 diligence if it maintains reasonable routines for communicating
4 significant information to the individual conducting the transaction
5 for the person and there is reasonable compliance with the routines.
6 Reasonable diligence does not require an individual acting for the
7 person to communicate information unless the communication is part
8 of the individual's regular duties or the individual has reason to
9 know of the transaction and that the transaction would be materially
10 affected by the information.

11 (h) A general partner's knowledge, notice, or receipt of a
12 notification of a fact relating to the limited partnership is
13 effective immediately as knowledge of, notice to, or receipt of a
14 notification by the limited partnership, except in the case of a
15 fraud on the limited partnership committed by or with the consent of
16 the general partner. A limited partner's knowledge, notice, or
17 receipt of a notification of a fact relating to the limited
18 partnership is not effective as knowledge of, notice to, or receipt
19 of a notification by the limited partnership.

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

23 NATURE, PURPOSE, AND DURATION OF ENTITY.
24

1 (a) A limited partnership is an entity distinct from its
2 partners. A limited partnership is the same entity regardless of
3 whether its certificate states that the limited partnership is a
4 limited liability limited partnership.

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

7 (c) A limited partnership has a perpetual duration unless
8 otherwise specified in its certificate of limited partnership.

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

12 POWERS.

13 A limited partnership has the powers to do all things necessary
14 or convenient to carry on its activities, including the power to
15 sue, be sued, and defend in its own name and to maintain an action
16 against a partner for harm caused to the limited partnership by a
17 breach of the partnership agreement or violation of a duty to the
18 partnership.

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

22 GOVERNING LAW.

23 The law of this state governs relations among the partners of a
24 limited partnership and between the partners and the limited

1 partnership and the liability of partners as partners for an
2 obligation of the limited partnership.

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

6 SUPPLEMENTAL PRINCIPLES OF LAW; RATE OF INTEREST.

7 (a) Unless displaced by particular provisions of the Uniform
8 Limited Partnership Act of 2009, the principles of law and equity
9 supplement the Uniform Limited Partnership Act of 2009.

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

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

17 NAME.

18 (a) The name of a limited partnership may contain the name of
19 any partner.

20 (b) The name of a limited partnership that is not a limited
21 liability limited partnership must contain the phrase "limited
22 partnership" or the abbreviation "L.P." or "LP" and may not contain
23 the phrase "limited liability limited partnership" or the
24 abbreviation "LLLP" or "L.L.L.P.".

1 (c) The name of a limited liability limited partnership must
2 contain the phrase "limited liability limited partnership" or the
3 abbreviation "LLLP" or "L.L.L.P." and must not contain the
4 abbreviation "L.P." or "LP."

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

8 (1) the name of each other limited partnership, corporation,
9 limited liability company or partnership then existing or authorized
10 to transact business in this state or that were in existence or
11 authorized at any time during the preceding three (3) years;

12 (2) each name reserved under Section 9 of this act; and

13 (3) each trade name filed with the Secretary of State.

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

18 (1) the present user, registrant, or owner of the conflicting
19 name consents in a signed record to the use and submits an
20 undertaking in a form satisfactory to the Secretary of State to
21 change the conflicting name to a name that complies with subsection
22 (d) of this section and is distinguishable in the records of the
23 Secretary of State from the name applied for;

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

5 (3) the applicant delivers to the Secretary of State proof
6 satisfactory to the Secretary of State that the present user,
7 registrant, or owner of the conflicting name has or will have upon
8 the effective time and date of filed articles of merger or
9 conversion:

10 (A) merged into the applicant;

11 (B) converted into the applicant; or

12 (C) transferred substantially all of its assets, including
13 the conflicting name, to the applicant.

14 (f) Subject to Section 79 of this act, this section applies to
15 any foreign limited partnership transacting business in this state,
16 having a certificate of authority to transact business in this
17 state, or applying for a certificate of authority.

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

21 RESERVATION OF NAME.

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

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

3 (2) a limited partnership or a foreign limited partnership
4 authorized to transact business in this state intending to adopt the
5 name;

6 (3) a foreign limited partnership intending to obtain a
7 certificate of authority to transact business in this state and
8 adopt the name;

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

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

13 (6) a foreign limited partnership formed under a name that does
14 not comply with subsection (b) or (c) of Section 8 of this act, but
15 the name reserved under this paragraph may differ from the foreign
16 limited partnership's name only to the extent necessary to comply
17 with subsections (b) and (c) of Section 8 of this act.

18 (b) A person may apply to reserve a name under subsection (a)
19 of this section by delivering to the Secretary of State for filing
20 an application that states the name to be reserved and the paragraph
21 of subsection (a) of this section which applies. If the Secretary
22 of State finds that the name is available for use by the applicant,
23 the Secretary of State shall file a statement of name reservation

24

1 and thereby reserve the name for the exclusive use of the applicant
2 for sixty (60) days.

3 (c) An applicant that has reserved a name pursuant to
4 subsection (b) of this section may reserve the same name for
5 additional sixty-day periods. A person having a current reservation
6 for a name may not apply for another sixty-day period for the same
7 name until sixty (60) days have elapsed in the current reservation.

8 (d) A person that has reserved a name under this section may
9 deliver to the Secretary of State for filing a notice of transfer
10 that states the reserved name, the name and street and mailing
11 address of some other person to which the reservation is to be
12 transferred, and the paragraph of subsection (a) of this section
13 which applies to the other person. Subject to subsection (c) of
14 Section 24 of this act, the transfer is effective when the Secretary
15 of State files the notice of transfer.

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

19 EFFECT OF PARTNERSHIP AGREEMENT; NONWAIVABLE PROVISION.

20 (a) Except as otherwise provided in subsection (b) of this
21 section, the partnership agreement governs relations among the
22 partners and between the partners and the partnership. To the
23 extent the partnership agreement does not otherwise provide, the
24

1 Uniform Limited Partnership Act of 2009 governs relations among the
2 partners and between the partners and the partnership.

3 (b) A partnership agreement may not:

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

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

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

9 (4) vary the information required under Section 11 of this act
10 or unreasonably restrict the right to information under Section 32
11 or 41 of this act, but the partnership agreement may impose
12 reasonable restrictions on the availability and use of information
13 obtained under those sections and may define appropriate remedies,
14 including liquidated damages, for a breach of any reasonable
15 restriction on use;

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

18 (A) identify specific types or categories of activities
19 that do not violate the duty of loyalty, if not
20 manifestly unreasonable; and

21 (B) specify the number or percentage of partners which may
22 authorize or ratify, after full disclosure to all
23 partners of all material facts, a specific act or
24

1 transaction that otherwise would violate the duty of
2 loyalty;

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

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

10 (8) vary the power of a person to dissociate as a general
11 partner under subsection (a) of Section 55 of this act except to
12 require that the notice under paragraph (1) of Section 54 of this
13 act be in a record;

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

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

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

20 (12) restrict the right of a partner under subsection (a) of
21 Section 97 of this act or the right of a general partner under
22 subsection (b) of Section 97 of this act; or

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

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

4 REQUIRED INFORMATION.

5 A limited partnership shall maintain at its designated office
6 the following information:

7 (1) a current list showing the full name and last-known street
8 and mailing address of each partner, separately identifying the
9 general partners, in alphabetical order, and the limited partners,
10 in alphabetical order;

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

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

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

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

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

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

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

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

10 (A) the amount of cash, and a description and statement of
11 the agreed value of the other benefits, contributed
12 and agreed to be contributed by each partner;

13 (B) the times at which, or events on the happening of
14 which, any additional contributions agreed to be made
15 by each partner are to be made;

16 (C) for any person that is both a general partner and a
17 limited partner, a specification of what transferable
18 interest the person owns in each capacity; and

19 (D) any events upon the happening of which the limited
20 partnership is to be dissolved and its activities
21 wound up.

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

1 BUSINESS TRANSACTIONS OF PARTNER WITH PARTNERSHIP.

2 A partner may lend money to and transact other business with the
3 limited partnership and has the same rights and obligations with
4 respect to the loan or other transaction as a person that is not a
5 partner.

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

9 DUAL CAPACITY.

10 A person may be both a general partner and a limited partner. A
11 person that is both a general and limited partner has the rights,
12 powers, duties, and obligations provided by the Uniform Limited
13 Partnership Act of 2009 and the partnership agreement in each of
14 those capacities. When the person acts as a general partner, the
15 person is subject to the obligations, duties and restrictions under
16 the Uniform Limited Partnership Act of 2009 and the partnership
17 agreement for general partners. When the person acts as a limited
18 partner, the person is subject to the obligations, duties and
19 restrictions under the Uniform Limited Partnership Act of 2009 and
20 the partnership agreement for limited partners.

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

24 OFFICE AND AGENT FOR SERVICE OF PROCESS.

1 (a) A limited partnership shall designate and continuously
2 maintain in this state:

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

5 (2) an agent for service of process.

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

8 (c) An agent for service of process of a limited partnership or
9 foreign limited partnership must be an individual who is a resident
10 of this state or a corporation, limited liability company or limited
11 partnership formed in or authorized to do business in this state. A
12 domestic limited partnership may be its own agent.

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

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

17 (a) In order to change its designated office, agent for service
18 of process, or the address of its agent for service of process, a
19 limited partnership or a foreign limited partnership may deliver to
20 the Secretary of State for filing a statement of change containing:

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

23 (2) the street and mailing address of its current designated
24 office;

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

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

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

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

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

13 RESIGNATION OF AGENT FOR SERVICE OF PROCESS.

14 (a) In order to resign as an agent for service of process of a
15 limited partnership or foreign limited partnership, the agent must
16 deliver to the Secretary of State for filing a statement of
17 resignation containing the name of the limited partnership or
18 foreign limited partnership.

19 (b) In the statement of resignation, the registered agent shall
20 certify that at least thirty (30) days before the date of the filing
21 of the statement the registered agent sent due notice of the
22 resignation by certified or registered mail to the limited
23 partnership for which such registered agent was acting, at the
24 principal office thereof, if known to the registered agent or, if

1 not, to the last known address of the attorney or other individual
2 at whose request the registered agent was appointed for such limited
3 partnership.

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

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

9 SERVICE OF PROCESS.

10 (a) An agent for service of process appointed by a limited
11 partnership or foreign limited partnership is an agent of the
12 limited partnership or foreign limited partnership for service of
13 any process, notice, or demand required or permitted by law to be
14 served upon the limited partnership or foreign limited partnership.

15 (b) If a limited partnership or foreign limited partnership
16 does not appoint or maintain an agent for service of process in this
17 state or the agent for service of process cannot with reasonable
18 diligence be found at the agent's address, the Secretary of State is
19 an agent of the limited partnership or foreign limited partnership
20 upon whom process, notice, or demand may be served. The Secretary
21 of State shall charge the fee prescribed by Section 24 of this act
22 for acting as registered agent.

1 (c) Service of any process, notice, or demand on the Secretary
2 of State may be made as provided in Section 2004 of Title 12 of the
3 Oklahoma Statutes.

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

7 CONSENT AND PROXIES OF PARTNERS.

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

13 ARTICLE 2

14 FORMATION; CERTIFICATE OF

15 LIMITED PARTNERSHIP AND OTHER FILINGS

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

19 FORMATION OF LIMITED PARTNERSHIP; CERTIFICATE OF LIMITED
20 PARTNERSHIP.

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

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

3 (2) the street and mailing address of the initial designated
4 office and the name and street and mailing address of the initial
5 agent for service of process;

6 (3) the name and the street and mailing address of each general
7 partner;

8 (4) whether the limited partnership is a limited liability
9 limited partnership;

10 (5) the term of its duration if the duration is not to be
11 perpetual; and

12 (6) any additional information required by Article 11 of this
13 act.

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

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

22 (d) Subject to subsection (b) of this section, if any provision
23 of a partnership agreement is inconsistent with the filed
24 certificate of limited partnership or with a filed statement of

1 dissociation, cessation, or change or filed articles of conversion
2 or merger:

3 (1) the partnership agreement prevails as to partners and
4 transferees; and

5 (2) the filed certificate of limited partnership, statement of
6 dissociation, cessation, or change or articles of conversion or
7 merger prevail as to persons, other than partners and transferees,
8 that reasonably rely on the filed record to their detriment.

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

12 AMENDMENT OR RESTATEMENT OF CERTIFICATE.

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

17 (1) the name of the limited partnership;

18 (2) the date of filing of its initial certificate; and

19 (3) the changes the amendment makes to the certificate as most
20 recently amended or restated.

21 (b) A limited partnership shall promptly deliver to the
22 Secretary of State for filing an amendment to a certificate of
23 limited partnership to reflect:

24 (1) the admission of a new general partner;

1 (2) the dissociation of a person as a general partner; or

2 (3) the appointment of a person to wind up the limited
3 partnership's activities under subsection (c) or (d) of Section 65
4 of this act.

5 (c) A general partner that knows that any information in a
6 filed certificate of limited partnership was false when the
7 certificate was filed or has become false due to changed
8 circumstances shall promptly:

9 (1) cause the certificate to be amended; or

10 (2) if appropriate, deliver to the Secretary of State for
11 filing a statement of change pursuant to Section 15 of this act or a
12 statement of correction pursuant to Section 25 of this act.

13 (d) A certificate of limited partnership may be amended at any
14 time for any other proper purpose as determined by the limited
15 partnership.

16 (e) A restated certificate of limited partnership may be
17 delivered to the Secretary of State for filing in the same manner as
18 an amendment. A certificate of limited partnership may be amended
19 and restated in the same instrument and incurs the same fee as an
20 amended or restated certificate.

21 (f) A restated certificate reflects the limited partnership's
22 certificate of limited partnership, as amended.

1 (g) Subject to subsection (c) of Section 24 of this act, an
2 amendment or restated certificate is effective when filed by the
3 Secretary of State.

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

7 STATEMENT OF CESSATION.

8 A dissolved limited partnership that has completed winding up
9 may deliver to the Secretary of State for filing a statement of
10 cessation that states:

11 (1) the name of the limited partnership;

12 (2) the date of filing of its initial certificate of limited
13 partnership; and

14 (3) any other information as determined by the general partners
15 filing the statement or by a person appointed pursuant to subsection
16 (c) or (d) of Section 65 of this act.

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

20 SIGNING OF RECORDS.

21 (a) Each record delivered to the Secretary of State for filing
22 pursuant to the Uniform Limited Partnership Act of 2009 must be
23 signed in the following manner:
24

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

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

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

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

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

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

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

21 (C) each person that the amendment indicates has
22 dissociated as a general partner, unless:
23
24

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 cessation 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.
24

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 record delivered on behalf of a foreign limited
5 partnership to the Secretary of State for filing must be signed by
6 at least one general partner of the foreign limited partnership.

7 (13) Any other record delivered on behalf of any person to the
8 Secretary of State for filing must be signed by that person.

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

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

14 SIGNING AND FILING PURSUANT TO JUDICIAL ORDER.

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

19 (1) the person to sign the record;

20 (2) the person to deliver the record to the Secretary of State
21 for filing; or

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

23 (b) If the person aggrieved under subsection (a) of this
24 section is not the limited partnership or foreign limited

1 partnership to which the record pertains, the aggrieved person shall
2 make the limited partnership or foreign limited partnership a party
3 to the action. A person aggrieved under subsection (a) of this
4 section may seek the remedies provided in subsection (a) of this
5 section in the same action in combination or in the alternative.

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

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

11 DELIVERY TO AND FILING OF RECORDS BY SECRETARY OF STATE;
12 EFFECTIVE TIME AND DATE; FEES.

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

23 (b) Except as otherwise provided in Sections 16 and 25 of this
24 act, a record delivered to the Secretary of State for filing under

1 the Uniform Limited Partnership Act of 2009 may specify an effective
2 time and a delayed effective date. Except as otherwise provided in
3 the Uniform Limited Partnership Act of 2009, a record filed by the
4 Secretary of State is effective:

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

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

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

14 (A) the specified date; or

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

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

18 (A) the specified date; or

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

20 (c) The following fees shall be paid to the Secretary of State:

21 (1) for filing a certificate of limited partnership, a fee of
22 One Hundred Dollars (\$100.00);
23
24

1 (2) for filing an amendment to a certificate of limited
2 partnership or a statement of cessation, a fee of Fifty Dollars
3 (\$50.00);

4 (3) for filing articles of merger or conversion, a fee of One
5 Hundred Dollars (\$100.00);

6 (4) for filing a statement of change of a designated office,
7 agent for service of process, or the address of an agent for service
8 of process or a statement of resignation of registered agent, a fee
9 of Twenty-five Dollars (\$25.00);

10 (5) for filing a name reservation or notice of transfer, a fee
11 of Ten Dollars (\$10.00);

12 (6) for filing an application for certificate of authority, a
13 fee of Three Hundred Dollars (\$300.00);

14 (7) for filing an amendment to or notice of cancellation of a
15 certificate of authority, a fee of One Hundred Dollars (\$100.00);

16 (8) for filing an annual report, a fee of Fifty Dollars
17 (\$50.00);

18 (9) for issuing certificates of good standing, a fee of Twenty
19 Dollars (\$20.00);

20 (10) for acting as registered agent, a fee of One Hundred
21 Dollars (\$100.00) which is payable on July 1 of each year to the
22 Secretary of State for deposit into the General Revenue Fund of the
23 State Treasury; and
24

(11) for filing of any other certificate, statement, notice or other document for which a fee is not otherwise specified under the Uniform Limited Partnership Act of 2009, a fee of Fifty Dollars (\$50.00).

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

CORRECTING FILED RECORD.

(a) A limited partnership or foreign limited partnership may deliver to the Secretary of State for filing a statement of correction to correct a record previously delivered by the limited partnership or foreign limited partnership to the Secretary of State and filed by the Secretary of State, if at the time of filing, the record contained false or erroneous information or was defectively signed.

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

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

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

(3) correct the incorrect information or defective signature.

(c) When filed by the Secretary of State, a statement of correction is effective retroactively as of the effective date of

1 the record the statement corrects, but the statement is effective
2 when filed:

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

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

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

10 LIABILITY FOR FALSE INFORMATION IN FILED RECORD.

11 (a) If a record delivered to the Secretary of State for filing
12 under the Uniform Limited Partnership Act of 2009 and filed by the
13 Secretary of State contains false information, a person that suffers
14 loss by reliance on the information may recover damages for the loss
15 from:

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

19 (2) a general partner that has notice that the information was
20 false when the record was filed or has become false because of
21 changed circumstances, if the general partner has notice for a
22 reasonably sufficient time before the information is relied upon to
23 enable the general partner to effect an amendment under Section 20
24 of this act, file a petition pursuant to Section 23 of this act, or

1 deliver to the Secretary of State for filing a statement of change
2 pursuant to Section 15 of this act or a statement of correction
3 pursuant to Section 25 of this act.

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

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

11 CERTIFICATE OF GOOD STANDING.

12 (a) If the conditions set forth in this subsection are met,
13 upon request and payment of the requisite fee, the Secretary of
14 State shall issue a certificate of good standing for a limited
15 partnership stating the limited partnership's name and the date of
16 its formation in this state and affirming that the limited
17 partnership is in good standing. A certificate of good standing
18 shall issue only if:

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

22 (2) the limited partnership's most recent annual report
23 required by Section 28 of this act has been filed by the Secretary
24 of State;

1 (3) the limited partnership's certificate of limited
2 partnership has not been amended to state that the limited
3 partnership is dissolved; and

4 (4) a statement of cessation has not been filed by the
5 Secretary of State.

6 (b) If the conditions set forth in this subsection are met,
7 upon request and payment of the requisite fee, the Secretary of
8 State shall issue a certificate of good standing for a foreign
9 limited partnership stating the foreign limited partnership's name,
10 or any alternate name adopted under subsection (a) of Section 79 of
11 this act for use in this state, and the date of its qualification in
12 this state and affirming that the foreign limited partnership is in
13 good standing and authorized to transact business in this state. A
14 certificate of good standing shall issue only if:

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

18 (2) the foreign limited partnership's most recent annual report
19 required by Section 28 of this act has been filed by the Secretary
20 of State; and

21 (3) the Secretary of State has not revoked its certificate of
22 authority.

23 (c) A certificate of good standing issued by the Secretary of
24 State may be relied upon as conclusive evidence that the limited

1 partnership or foreign limited partnership is in existence or is
2 authorized to transact business in this state.

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

6 ANNUAL REPORT FOR SECRETARY OF STATE.

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

10 (1) the name of the limited partnership or foreign limited
11 partnership;

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

15 (3) in the case of a foreign limited partnership, the state or
16 other jurisdiction under whose law the foreign limited partnership
17 is formed and any alternate name adopted under subsection (a) of
18 Section 79 of this act.

19 (b) Information in an annual report must be current as of the
20 date the annual report is delivered to the Secretary of State for
21 filing.

22 (c) The first annual report is due on the anniversary date of
23 the filing of the certificate of limited partnership or certificate
24

1 of authority of a foreign limited partnership until cancellation of
2 the certificate of limited partnership or certificate of authority.

3 (d) The Secretary of State shall, at least sixty (60) days
4 before the anniversary date of each year, cause to be mailed a
5 notice of the annual report to each domestic limited partnership and
6 each foreign limited partnership required to comply with the
7 provisions of this section to the last known office address of
8 record with the Secretary of State.

9 ARTICLE 3

10 LIMITED PARTNERS

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

14 BECOMING LIMITED PARTNER.

15 A person becomes a limited partner:

- 16 (1) as provided in the partnership agreement;
17 (2) as the result of a conversion or merger under Article 11 of
18 this act; or
19 (3) with the consent of all the partners.

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

23 NO RIGHT OR POWER AS LIMITED PARTNER TO BIND LIMITED
24 PARTNERSHIP.

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

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

6 NO LIABILITY AS LIMITED PARTNER FOR LIMITED PARTNERSHIP
7 OBLIGATIONS.

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

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

18 RIGHT OF LIMITED PARTNER AND FORMER LIMITED PARTNER TO
19 INFORMATION.

20 (a) On ten (10) days' demand, made in a record received by the
21 limited partnership, a limited partner may inspect and copy required
22 information during regular business hours in the limited
23 partnership's designated office. The limited partner need not have
24 any particular purpose for seeking the information.

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

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

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

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

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

19 (1) what information the limited partnership will provide in
20 response to the demand;

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

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

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

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

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

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

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

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

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

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

(i) Whenever the Uniform Limited Partnership Act of 2009 or a partnership agreement provides for a limited partner to give or withhold consent to a matter, before the consent is given or

1 withheld, the limited partnership shall, without demand, provide the
2 limited partner with all information material to the limited
3 partner's decision that the limited partnership knows.

4 (j) A limited partner or person dissociated as a limited
5 partner may exercise the rights under this section through an
6 attorney or other agent. Any restriction imposed under subsection
7 (g) of this section or by the partnership agreement applies both to
8 the attorney or other agent and to the limited partner or person
9 dissociated as a limited partner.

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

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

17 LIMITED DUTIES OF LIMITED PARTNERS.

18 (a) A limited partner does not have any fiduciary duty to the
19 limited partnership or to any other partner solely by reason of
20 being a limited partner.

21 (b) A limited partner shall discharge the duties to the
22 partnership and the other partners under the Uniform Limited
23 Partnership Act of 2009 or under the partnership agreement and
24

1 exercise any rights consistently with the obligation of good faith
2 and fair dealing.

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

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

10 PERSON ERRONEOUSLY BELIEVING SELF TO BE LIMITED PARTNER.

11 (a) Except as otherwise provided in subsection (b) of this
12 section, a person that makes an investment in a business enterprise
13 and erroneously but in good faith believes that the person has
14 become a limited partner in the enterprise is not liable for the
15 enterprise's obligations by reason of making the investment,
16 receiving distributions from the enterprise, or exercising any
17 rights of or appropriate to a limited partner, if, on ascertaining
18 the mistake, the person:

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

22 (2) withdraws from future participation as an owner in the
23 enterprise by delivering written notice to the enterprise.

24

1 (b) A person that makes an investment described in subsection
2 (a) of this section is liable to the same extent as a general
3 partner to any third party that enters into a transaction with the
4 enterprise, believing in good faith that the person is a general
5 partner, before the Secretary of State files a certificate of
6 limited partnership, amendment, or statement of correction to show
7 that the person is not a general partner or the person delivers
8 written notice of the person's withdrawal.

9 (c) If a person makes a diligent effort in good faith to comply
10 with paragraph (1) of subsection (a) of this section and is unable
11 to cause the appropriate certificate of limited partnership,
12 amendment, or statement of correction to be signed and delivered to
13 the Secretary of State for filing, the person has the right to
14 withdraw from the enterprise pursuant to paragraph (2) of subsection
15 (a) of this section even if the withdrawal would otherwise breach an
16 agreement with others that are or have agreed to become co-owners of
17 the enterprise.

18 ARTICLE 4

19 GENERAL PARTNERS

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

23 BECOMING GENERAL PARTNER.

24 A person becomes a general partner:

(1) as provided in the partnership agreement:

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

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

(4) with the consent of all the partners.

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

GENERAL PARTNER AGENT OF LIMITED PARTNERSHIP.

(a) Each general partner is an agent of the limited partnership for the purposes of its activities. An act of a general partner, including the signing of a record in the partnership's name, for apparently carrying on in the ordinary course the limited partnership's activities or activities of the kind carried on by the limited partnership binds the limited partnership, unless the general partner did not have authority to act for the limited partnership in the particular matter and the person with which the general partner was dealing knew, had received a notification, or had notice under subsection (d) of Section 3 of this act that the general partner lacked authority.

(b) An act of a general partner which is not apparently for carrying on in the ordinary course the limited partnership's

1 activities or activities of the kind carried on by the limited
2 partnership binds the limited partnership only if the act was
3 actually authorized by all the other partners.

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

7 LIMITED PARTNERSHIP LIABLE FOR GENERAL PARTNER'S ACTIONABLE
8 CONDUCT.

9 (a) A limited partnership is liable for loss or injury caused
10 to a person, or for a penalty incurred, as a result of a wrongful
11 act or omission, or other actionable conduct, of a general partner
12 acting in the ordinary course of activities of the limited
13 partnership or with authority of the limited partnership.

14 (b) If, in the course of the limited partnership's activities
15 or while acting with authority of the limited partnership, a general
16 partner receives or causes the limited partnership to receive money
17 or property of a person not a partner, and the money or property is
18 misapplied by a general partner, the limited partnership is liable
19 for the loss.

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

23 GENERAL PARTNER'S LIABILITY.
24

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

5 (b) A person that becomes a general partner of an existing
6 limited partnership is not personally liable for an obligation of a
7 limited partnership incurred before the person became a general
8 partner.

9 (c) An obligation of a limited partnership incurred while the
10 limited partnership is a limited liability limited partnership,
11 whether arising in contract, tort, or otherwise, is solely the
12 obligation of the limited partnership. A general partner is not
13 personally liable, directly or indirectly, by way of contribution or
14 otherwise, for such an obligation solely by reason of being or
15 acting as a general partner. This subsection applies despite
16 anything inconsistent in the partnership agreement that existed
17 immediately before the consent required to become a limited
18 liability limited partnership under paragraph (2) of subsection (b)
19 of Section 40 of this act.

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

23 ACTIONS BY AND AGAINST PARTNERSHIP AND PARTNERS.
24

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

4 (b) A judgment against a limited partnership is not by itself a
5 judgment against a general partner. A judgment against a limited
6 partnership may not be satisfied from a general partner's assets
7 unless there is also a judgment against the general partner.

8 (c) A judgment creditor of a general partner may not levy
9 execution against the assets of the general partner to satisfy a
10 judgment based on a claim against the limited partnership, unless
11 the partner is personally liable for the claim under Section 38 of
12 this act and:

13 (1) a judgment based on the same claim has been obtained
14 against the limited partnership and a writ of execution on the
15 judgment has been returned unsatisfied in whole or in part;

16 (2) the limited partnership is a debtor in bankruptcy;

17 (3) the general partner has agreed that the creditor need not
18 exhaust limited partnership assets;

19 (4) a court grants permission to the judgment creditor to levy
20 execution against the assets of a general partner based on a finding
21 that limited partnership assets subject to execution are clearly
22 insufficient to satisfy the judgment, that exhaustion of limited
23 partnership assets is excessively burdensome, or that the grant of
24

1 permission is an appropriate exercise of the court's equitable
2 powers; or

3 (5) liability is imposed on the general partner by law or
4 contract independent of the existence of the limited partnership.

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

8 MANAGEMENT RIGHTS OF GENERAL PARTNER.

9 (a) Each general partner has equal rights in the management and
10 conduct of the limited partnership's activities. Except as
11 expressly provided in the Uniform Limited Partnership Act of 2009,
12 any matter relating to the activities of the limited partnership may
13 be exclusively decided by the general partner or, if there is more
14 than one general partner, by a majority of the general partners.

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

16 (1) amend the partnership agreement;

17 (2) amend the certificate of limited partnership to add or,
18 subject to Section 97 of this act, delete a statement that the
19 limited partnership is a limited liability limited partnership; and

20 (3) sell, lease, exchange, or otherwise dispose of all, or
21 substantially all, of the limited partnership's property, with or
22 without the good will, other than in the usual and regular course of
23 the limited partnership's activities.

1 (c) A limited partnership shall reimburse a general partner for
2 payments made and indemnify a general partner for liabilities
3 incurred by the general partner in the ordinary course of the
4 activities of the partnership or for the preservation of its
5 activities or property.

6 (d) A limited partnership shall reimburse a general partner for
7 an advance to the limited partnership beyond the amount of capital
8 the general partner agreed to contribute.

9 (e) A payment or advance made by a general partner which gives
10 rise to an obligation of the limited partnership under subsection
11 (c) or (d) of this section constitutes a loan to the limited
12 partnership which accrues interest from the date of the payment or
13 advance.

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

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

19 RIGHT OF GENERAL PARTNER AND FORMER GENERAL PARTNER TO
20 INFORMATION.

21 (a) A general partner, without having any particular purpose
22 for seeking the information, may inspect and copy during regular
23 business hours:
24

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

3 (2) at a reasonable location specified by the limited
4 partnership, any other records maintained by the limited partnership
5 regarding the limited partnership's activities and financial
6 condition.

7 (b) Each general partner and the limited partnership shall
8 furnish to a general partner:

9 (1) without demand, any information concerning the limited
10 partnership's activities and activities reasonably required for the
11 proper exercise of the general partner's rights and duties under the
12 partnership agreement or the Uniform Limited Partnership Act of
13 2009; and

14 (2) on demand, any other information concerning the limited
15 partnership's activities, except to the extent the demand or the
16 information demanded is unreasonable or otherwise improper under the
17 circumstances.

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

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

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

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

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

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

9 (f) The limited partnership may impose reasonable restrictions
10 on the use of information under this section. In any dispute
11 concerning the reasonableness of a restriction under this
12 subsection, the limited partnership has the burden of proving
13 reasonableness.

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

17 (h) A general partner or person dissociated as a general
18 partner may exercise the rights under this section through an
19 attorney or other agent. Any restriction imposed under subsection
20 (f) of this section or by the partnership agreement applies both to
21 the attorney or other agent and to the general partner or person
22 dissociated as a general partner.

23 (i) The rights under this section do not extend to a person as
24 transferee, but the rights under subsection (c) of this section of a

1 person dissociated as a general partner may be exercised by the
2 legal representative of an individual who dissociated as a general
3 partner under subparagraph (B) or (C) of paragraph (7) of Section 54
4 of this act.

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

8 GENERAL STANDARDS OF GENERAL PARTNER'S CONDUCT.

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

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

14 (1) to account to the limited partnership and hold as trustee
15 for it any property, profit, or benefit derived by the general
16 partner in the conduct and winding up of the limited partnership's
17 activities or derived from a use by the general partner of limited
18 partnership property, including the appropriation of a limited
19 partnership opportunity;

20 (2) to refrain from dealing with the limited partnership in the
21 conduct or winding up of the limited partnership's activities as or
22 on behalf of a party having an interest adverse to the limited
23 partnership; and
24

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

3 (c) A general partner's duty of care to the limited partnership
4 and the other partners in the conduct and winding up of the limited
5 partnership's activities is limited to refraining from engaging in
6 grossly negligent or reckless conduct, intentional misconduct, or a
7 knowing violation of law.

8 (d) A general partner shall discharge the duties to the
9 partnership and the other partners under the Uniform Limited
10 Partnership Act of 2009 or under the partnership agreement and
11 exercise any rights consistently with the obligation of good faith
12 and fair dealing.

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

17 ARTICLE 5

18 CONTRIBUTIONS AND DISTRIBUTIONS

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

22 FORM OF CONTRIBUTION.

23 A contribution of a partner may consist of tangible or
24 intangible property or other benefit to the limited partnership,

1 including money, services performed, promissory notes, other
2 agreements to contribute cash or property, and contracts for
3 services to be performed.

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

7 LIABILITY FOR CONTRIBUTION.

8 (a) A partner's obligation to contribute money or other
9 property or other benefit to, or to perform services for, a limited
10 partnership is not excused by the partner's death, disability, or
11 other inability to perform personally.

12 (b) If a partner does not make a promised nonmonetary
13 contribution, the partner is obligated at the option of the limited
14 partnership to contribute money equal to that portion of the value,
15 as stated in the required information, of the stated contribution
16 which has not been made.

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

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

4 SHARING OF DISTRIBUTIONS.

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

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

13 INTERIM DISTRIBUTIONS.

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

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

20 NO DISTRIBUTION ON ACCOUNT OF DISSOCIATION.

21 A person does not have a right to receive a distribution on
22 account of dissociation.

23

24

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

4 DISTRIBUTION IN KIND.

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

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

14 RIGHT TO DISTRIBUTION.

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

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

1 LIMITATIONS ON DISTRIBUTION.

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

4 (b) A limited partnership may not make a distribution if after
5 the distribution:

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

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

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

22 (d) Except as otherwise provided in subsection (g) of this
23 section, the effect of a distribution under subsection (b) of this
24 section is measured:

1 (1) in the case of distribution by purchase, redemption, or
2 other acquisition of a transferable interest in the limited
3 partnership, as of the date money or other property is transferred
4 or debt incurred by the limited partnership; and

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

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

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

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

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

22 (g) If indebtedness is issued as a distribution, each payment
23 of principal or interest on the indebtedness is treated as a
24

1 distribution, the effect of which is measured on the date the
2 payment is made.

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

6 LIABILITY FOR IMPROPER DISTRIBUTIONS.

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

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

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

21 (1) implead in the action any other person that is liable under
22 subsection (a) of this section and compel contribution from the
23 person; and
24

1 (2) implead in the action any person that received a
2 distribution in violation of subsection (b) of this section and
3 compel contribution from the person in the amount the person
4 received in violation of subsection (b) of this section.

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

7 ARTICLE 6

8 DISSOCIATION

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

12 DISSOCIATION AS LIMITED PARTNER.

13 (a) A person does not have a right to dissociate as a limited
14 partner before the cessation of the limited partnership.

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

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

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

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

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

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

5 (B) there has been a transfer of all of the person's
6 transferable interest in the limited partnership,
7 other than a transfer for security purposes, or a
8 court order charging the person's interest, which has
9 not been foreclosed;

10 (C) the person is a corporation and, within ninety (90)
11 days after the limited partnership notifies the person
12 that it will be expelled as a limited partner because
13 it has filed a certificate of dissolution or the
14 equivalent, its charter has been revoked, or its right
15 to conduct business has been suspended by the
16 jurisdiction of its incorporation, there is no
17 revocation of the certificate of dissolution or no
18 reinstatement of its charter or its right to conduct
19 business; or

20 (D) the person is a limited liability company or
21 partnership that has been dissolved and whose business
22 is being wound up;

23 (5) on application by the limited partnership, the person's
24 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
23 capacity as a limited partner immediately before dissociation is
24 owned by the person as a mere transferee.

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

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

DISSOCIATION AS GENERAL PARTNER.

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

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

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

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

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

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

(B) there has been a transfer of all or substantially all of the person's transferable interest in the limited partnership, other than a transfer for security

1 purposes, or a court order charging the person's
2 interest, which has not been foreclosed;

3 (C) the person is a corporation and, within ninety (90)
4 days after the limited partnership notifies the person
5 that it will be expelled as a general partner because
6 it has filed a certificate of dissolution or the
7 equivalent, its charter has been revoked, or its right
8 to conduct business has been suspended by the
9 jurisdiction of its incorporation, there is no
10 revocation of the certificate of dissolution or no
11 reinstatement of its charter or its right to conduct
12 business; or

13 (D) the person is a limited liability company or
14 partnership that has been dissolved and whose business
15 is being wound up;

16 (5) on application by the limited partnership, the person's
17 expulsion as a general partner by judicial determination because:

18 (A) the person engaged in wrongful conduct that adversely
19 and materially affected the limited partnership
20 activities;

21 (B) the person willfully or persistently committed a
22 material breach of the partnership agreement or of a
23 duty owed to the partnership or the other partners
24 under Section 42 of this act; or

(C) the person engaged in conduct relating to the limited partnership's activities which makes it not reasonably practicable to carry on the activities of the limited partnership with the person as a general partner;

(6) the person's:

(A) becoming a debtor in bankruptcy;

(B) execution of an assignment for the benefit of creditors;

(C) seeking, consenting to, or acquiescing in the appointment of a trustee, receiver, or liquidator of the person or of all or substantially all of the person's property; or

(D) failure, within ninety (90) days after the appointment, to have vacated or stayed the appointment of a trustee, receiver, or liquidator of the general partner or of all or substantially all of the person's property obtained without the person's consent or acquiescence, or failing within ninety (90) days after the expiration of a stay to have the appointment vacated;

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

(A) the person's death;

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

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

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

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

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

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

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

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

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

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

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

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

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

(2) it occurs before the cessation of the limited partnership, and:

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

(B) the person is expelled as a general partner by judicial determination under paragraph (5) of Section 54 of this act;

(C) the person is dissociated as a general partner by becoming a debtor in bankruptcy; or

(D) in the case of a person that is not an individual, trust other than a business trust, or estate, the person is expelled or otherwise dissociated as a

1 general partner because it willfully dissolved or
2 terminated.

3 (c) A person that wrongfully dissociates as a general partner
4 is liable to the limited partnership and, subject to Section 83 of
5 this act, to the other partners for damages caused by the
6 dissociation. The liability is in addition to any other obligation
7 of the general partner to the limited partnership or to the other
8 partners.

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

12 EFFECT OF DISSOCIATION AS GENERAL PARTNER.

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

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

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

20 (3) the person's duty of loyalty as a general partner under
21 paragraphs (1) and (2) of subsection (b) of Section 42 of this act
22 and duty of care under subsection (c) of Section 42 of this act
23 continue only with regard to matters arising and events occurring
24 before the person's dissociation as a general partner;

1 (4) the person may sign and deliver to the Secretary of State
2 for filing a statement of dissociation pertaining to the person and,
3 at the request of the limited partnership, shall sign an amendment
4 to the certificate of limited partnership which states that the
5 person has dissociated; and

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

10 (b) A person's dissociation as a general partner does not of
11 itself discharge the person from any obligation to the limited
12 partnership or the other partners which the person incurred while a
13 general partner.

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

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

19 (a) After a person is dissociated as a general partner and
20 before the limited partnership is dissolved, converted under Article
21 11 of this act, or merged out of existence under Article 11 of this
22 act, the limited partnership is bound by an act of the person only
23 if:
24

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

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

4 (A) less than two (2) years has passed since the
5 dissociation; and

6 (B) the other party does not have notice of the
7 dissociation and reasonably believes that the person
8 is a general partner.

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

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

15 (2) if a general partner or another person dissociated as a
16 general partner is liable for the obligation, to the general partner
17 or other person for any damage caused to the general partner or
18 other person arising from the liability.

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

22 LIABILITY TO OTHER PERSONS OF PERSON DISSOCIATED AS GENERAL
23 PARTNER.
24

1 (a) A person's dissociation as a general partner does not of
2 itself discharge the person's liability as a general partner for an
3 obligation of the limited partnership incurred before dissociation.
4 Except as otherwise provided in subsections (b) and (c) of this
5 section, the person is not liable for a limited partnership's
6 obligation incurred after dissociation.

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

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

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

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

19 (A) less than two (2) years has passed since the
20 dissociation; and

21 (B) the other party does not have notice of the
22 dissociation and reasonably believes that the person
23 is a general partner.
24

1 (d) By agreement with a creditor of a limited partnership and
2 the limited partnership, a person dissociated as a general partner
3 may be released from liability for an obligation of the limited
4 partnership.

5 (e) A person dissociated as a general partner is released from
6 liability for an obligation of the limited partnership if the
7 limited partnership's creditor, with notice of the person's
8 dissociation as a general partner but without the person's consent,
9 agrees to a material alteration in the nature or time of payment of
10 the obligation.

11 ARTICLE 7

12 TRANSFERABLE INTERESTS AND RIGHTS

13 OF TRANSFEREES AND CREDITORS

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

17 PARTNER'S TRANSFERABLE INTEREST.

18 The only interest of a partner which is transferable is the
19 partner's transferable interest. A transferable interest is
20 personal property.

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

24 TRANSFER OF PARTNER'S TRANSFERABLE INTEREST.

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

3 (1) is permissible;

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

7 (3) does not, as against the other partners or the limited
8 partnership, entitle the transferee to participate in the management
9 or conduct of the limited partnership's activities, to require
10 access to information concerning the limited partnership's
11 transactions except as otherwise provided in subsection (c) of this
12 section, or to inspect or copy the required information or the
13 limited partnership's other records.

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

16 (1) distributions to which the transferor would otherwise be
17 entitled; and

18 (2) upon the dissolution and winding up of the limited
19 partnership's activities the net amount otherwise distributable to
20 the transferor.

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

24

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

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

7 (f) A transfer of a partner's transferable interest in the
8 limited partnership in violation of a restriction on transfer
9 contained in the partnership agreement is ineffective as to a person
10 having notice of the restriction at the time of transfer.

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

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

19 RIGHTS OF CREDITOR OF PARTNER OR TRANSFEREE.

20 (a) On application to a court of competent jurisdiction by any
21 judgment creditor of a partner or transferee, the court may charge
22 the transferable interest of the judgment debtor with payment of the
23 unsatisfied amount of the judgment with interest. To the extent so
24 charged, the judgment creditor has only the rights of a transferee.

1 The court may appoint a receiver of the share of the distributions
2 due or to become due to the judgment debtor in respect of the
3 partnership and make all other orders, directions, accounts, and
4 inquiries the judgment debtor might have made or which the
5 circumstances of the case may require to give effect to the charging
6 order.

7 (b) A charging order constitutes a lien on the judgment
8 debtor's transferable interest. The court may order a foreclosure
9 upon the interest subject to the charging order at any time. The
10 purchaser at the foreclosure sale has the rights of a transferee.

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

13 (1) by the judgment debtor;

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

16 (3) with limited partnership property, by the limited
17 partnership with the consent of all partners whose interests are not
18 so charged.

19 (d) The Uniform Limited Partnership Act of 2009 does not
20 deprive any partner or transferee of the benefit of any exemption
21 laws applicable to the partner's or transferee's transferable
22 interest.

23

24

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

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

7 POWER OF ESTATE OF DECEASED PARTNER.

8 If a partner dies, the deceased partner's personal
9 representative or other legal representative may exercise the rights
10 of a transferee as provided in Section 60 of this act and, for the
11 purposes of settling the estate, may exercise the rights of a
12 current limited partner under Section 32 of this act.

13 ARTICLE 8

14 DISSOLUTION

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

18 NONJUDICIAL DISSOLUTION.

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

22 (1) the happening of an event specified in the partnership
23 agreement;

1 (2) the consent of all general partners and of limited partners
2 owning a majority of the rights to receive distributions as limited
3 partners at the time the consent is to be effective;

4 (3) after the dissociation of a person as a general partner:

5 (A) if the limited partnership has at least one remaining
6 general partner, the consent to dissolve the limited
7 partnership given within ninety (90) days after the
8 dissociation by partners owning a majority of the
9 rights to receive distributions as partners at the
10 time the consent is to be effective; or

11 (B) if the limited partnership does not have a remaining
12 general partner, the passage of ninety (90) days after
13 the dissociation, unless before the end of the period:

14 (i) consent to continue the activities of the limited
15 partnership and admit at least one general
16 partner is given by limited partners owning a
17 majority of the rights to receive distributions
18 as limited partners at the time the consent is to
19 be effective; and

20 (ii) at least one person is admitted as a general
21 partner in accordance with the consent; or

22 (4) the passage of ninety (90) days after the dissociation of
23 the limited partnership's last limited partner, unless before the
24

1 end of the period the limited partnership admits at least one
2 limited partner.

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

6 JUDICIAL DISSOLUTION.

7 On application by a partner the district court may order
8 dissolution of a limited partnership if it is not reasonably
9 practicable to carry on the activities of the limited partnership in
10 conformity with the partnership agreement.

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

14 WINDING UP.

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

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

18 (1) may amend its certificate of limited partnership to state
19 that the limited partnership is dissolved, preserve the limited
20 partnership business or property as a going concern for a reasonable
21 time, prosecute and defend actions and proceedings, whether civil,
22 criminal, or administrative, transfer the limited partnership's
23 property, settle disputes by mediation or arbitration, file a
24

1 statement of cessation as provided in Section 21 of this act, and
2 perform other necessary acts; and

3 (2) shall discharge the limited partnership's liabilities,
4 settle and close the limited partnership's activities, and marshal
5 and distribute the assets of the partnership.

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

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

14 (2) shall promptly amend the certificate of limited partnership
15 to state:

16 (A) that the limited partnership does not have a general
17 partner;

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

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

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

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

4 (2) the applicant establishes other good cause.

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

8 POWER OF GENERAL PARTNER AND PERSON DISSOCIATED AS GENERAL
9 PARTNER TO BIND PARTNERSHIP AFTER DISSOLUTION.

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

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

14 (2) would have bound the limited partnership under Section 36
15 of this act before dissolution, if, at the time the other party
16 enters into the transaction, the other party does not have notice of
17 the dissolution.

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

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

21 (A) less than two (2) years has passed since the
22 dissociation; and
23
24

1 (B) the other party does not have notice of the
2 dissociation and reasonably believes that the person
3 is a general partner; and

4 (2) the act:

5 (A) is appropriate for winding up the limited
6 partnership's activities; or

7 (B) would have bound the limited partnership under Section
8 36 of this act before dissolution and at the time the
9 other party enters into the transaction the other
10 party does not have notice of the dissolution.

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

14 LIABILITY AFTER DISSOLUTION OF GENERAL PARTNER AND PERSON
15 DISSOCIATED AS GENERAL PARTNER TO LIMITED PARTNERSHIP, OTHER GENERAL
16 PARTNERS, AND PERSONS DISSOCIATED AS GENERAL PARTNER.

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

22 (1) to the limited partnership for any damage caused to the
23 limited partnership arising from the obligation; and
24

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

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

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

10 (2) if a general partner or another person dissociated as a
11 general partner is liable for the obligation, to the general partner
12 or other person for any damage caused to the general partner or
13 other person arising from the liability.

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

17 KNOWN CLAIMS AGAINST DISSOLVED LIMITED PARTNERSHIP.

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

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

23 (1) specify the information required to be included in a claim;

24 (2) provide a mailing address to which the claim is to be sent;

1 (3) state the deadline for receipt of the claim, which may not
2 be less than one hundred twenty (120) days after the date the notice
3 is received by the claimant;

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

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

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

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

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

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

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

OTHER CLAIMS AGAINST DISSOLVED LIMITED PARTNERSHIP.

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

(b) The notice must:

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

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

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

(4) unless the limited partnership has been throughout its existence a limited liability limited partnership, state that the barring of a claim against the limited partnership will also bar any corresponding claim against any general partner or person

1 dissociated as a general partner which is based on Section 38 of
2 this act.

3 (c) If a dissolved limited partnership publishes a notice in
4 accordance with subsection (b) of this section, the claim of each of
5 the following claimants is barred unless the claimant commences an
6 action to enforce the claim against the dissolved limited
7 partnership within five (5) years after the publication date of the
8 notice:

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

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

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

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

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

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

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

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

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

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

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

CESSATION OF GOOD STANDING.

(a) A limited partnership ceases to be in good standing if it does not, within sixty (60) days after the due date:

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

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

(b) Except for accepting a certificate of resignation of a registered agent when a successor registered agent is not being appointed or an application for reinstatement, the Secretary of State shall not accept for filing any certificate or articles, or issue any certificate of good standing, in respect to any limited

1 partnership that has ceased to be in good standing, unless or until
2 the limited partnership has been reinstated as a limited partnership
3 in good standing.

4 (c) A limited partnership that has ceased to be in good
5 standing may not maintain any action, suit or proceeding in any
6 court of this state until the limited partnership has been
7 reinstated as a limited partnership in good standing. Any successor
8 or assignee of the limited partnership may not maintain an action,
9 suit or proceeding in any court of this state on any right, claim or
10 demand arising out of the transaction of business by the limited
11 partnership after it has ceased to be in good standing until the
12 limited partnership, or any person that has acquired all or
13 substantially all of its assets, has caused the limited partnership
14 to be reinstated as a limited partnership in good standing.

15 (d) The failure of a limited partnership to file an annual
16 report and pay a required fee to the Secretary of State shall not
17 impair the validity on any contract, deed, mortgage, security
18 interest, lien or act of the limited partnership or prevent the
19 limited partnership from defending any action, suit or proceeding
20 with any court of this state.

21 (e) A limited partner of a limited partnership is not liable as
22 a general partner of the limited partnership solely by reason of the
23 failure of the limited partnership to file an annual report or pay a
24

1 required fee to the Secretary of State or by reason of the limited
2 partnership ceasing to be in good standing.

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

6 REINSTATEMENT AFTER CESSATION OF GOOD STANDING.

7 (a) A limited partnership that has ceased to be in good
8 standing may apply to the Secretary of State for reinstatement after
9 the date it ceased to be in good standing. The application must be
10 delivered to the Secretary of State for filing and state:

11 (1) the name of the limited partnership and the date it ceased
12 to be in good standing;

13 (2) that the grounds for cessation of good standing either did
14 not exist or have been eliminated; and

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

17 If the limited partnership ceased to be in good standing because
18 it failed to file an annual report or pay a required fee, the
19 application shall be accompanied with the submission of all
20 delinquent annual reports and payment of all delinquent fees.

21 (b) If the Secretary of State determines that an application
22 contains the information required by subsection (a) of this section,
23 the application is accompanied by all required reports and fees, the
24 name satisfies the requirements of Section 8 of this act, and that

1 the information is correct, the Secretary of State shall accept the
2 application for reinstatement and issue a certificate of
3 reinstatement. The application for reinstatement may be accompanied
4 by an amendment to the limited partnership's certificate of limited
5 partnership. If the limited partnership is required to change its
6 name because its name at the time it ceased to be in good standing
7 is no longer available, the application for reinstatement must be
8 accompanied by an amendment to the limited partnership's certificate
9 of limited partnership changing its name. Any amendment is subject
10 to the payment of the additional fee required in Section 24 of this
11 act for amendments.

12 (c) When reinstatement becomes effective, it relates back to
13 and takes effect as of the date the limited partnership ceased to be
14 in good standing and the limited partnership may resume its
15 activities as if the cessation of good standing had never occurred.

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

19 APPEAL FROM DENIAL OF REINSTATEMENT.

20 (a) Within thirty (30) days after denial of its application for
21 reinstatement, the limited partnership may appeal from the denial of
22 reinstatement by petitioning the district court to restore its good
23 standing. The petition must be served on the Secretary of State and
24

1 contain a copy of the limited partnership's application for
2 reinstatement.

3 (b) The court may summarily order the Secretary of State to
4 restore the good standing of the limited partnership or may take
5 other action the court considers appropriate.

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

9 DISPOSITION OF ASSETS; WHEN CONTRIBUTIONS REQUIRED.

10 (a) In winding up a limited partnership's activities, the
11 assets of the limited partnership, including the contributions
12 required by this section, must be applied to satisfy the limited
13 partnership's obligations to creditors, including, to the extent
14 permitted by law, partners that are creditors.

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

18 (c) If a limited partnership's assets are insufficient to
19 satisfy all of its obligations under subsection (a) of this section,
20 with respect to each unsatisfied obligation incurred when the
21 limited partnership was not a limited liability limited partnership,
22 the following rules apply:

23 (1) Each person that was a general partner when the obligation
24 was incurred and that has not been released from the obligation

1 under Section 58 of this act shall contribute to the limited
2 partnership for the purpose of enabling the limited partnership to
3 satisfy the obligation. The contribution due from each of those
4 persons is in proportion to the right to receive distributions in
5 the capacity of general partner in effect for each of those persons
6 when the obligation was incurred.

7 (2) If a person does not contribute the full amount required
8 under paragraph (1) of this subsection with respect to an
9 unsatisfied obligation of the limited partnership, the other persons
10 required to contribute by paragraph (1) of this subsection on
11 account of the obligation shall contribute the additional amount
12 necessary to discharge the obligation. The additional contribution
13 due from each of those other persons is in proportion to the right
14 to receive distributions in the capacity of general partner in
15 effect for each of those other persons when the obligation was
16 incurred.

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

21 (d) A person that makes an additional contribution under
22 paragraph (2) or (3) of subsection (c) of this section may recover
23 from any person whose failure to contribute under paragraph (1) or
24 (2) of subsection (c) of this section necessitated the additional

1 contribution. A person may not recover under this subsection more
2 than the amount additionally contributed. A person's liability
3 under this subsection may not exceed the amount the person failed to
4 contribute.

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

7 (f) An assignee for the benefit of creditors of a limited
8 partnership or a partner, or a person appointed by a court to
9 represent creditors of a limited partnership or a partner, may
10 enforce a person's obligation to contribute under subsection (c) of
11 this section.

12 ARTICLE 9

13 FOREIGN LIMITED PARTNERSHIPS

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

17 GOVERNING LAW.

18 (a) The laws of the state or other jurisdiction under which a
19 foreign limited partnership is organized govern relations among the
20 partners of the foreign limited partnership and between the partners
21 and the foreign limited partnership and the liability of partners as
22 partners for an obligation of the foreign limited partnership.

23 (b) A foreign limited partnership may not be denied a
24 certificate of authority by reason of any difference between the

1 laws of the jurisdiction under which the foreign limited partnership
2 is organized and the laws of this state.

3 (c) A certificate of authority does not authorize a foreign
4 limited partnership to engage in any business or exercise any power
5 that a limited partnership may not engage in or exercise in this
6 state.

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

10 APPLICATION FOR CERTIFICATE OF AUTHORITY.

11 (a) A foreign limited partnership may apply for a certificate
12 of authority to transact business in this state by delivering an
13 application to the Secretary of State for filing. The application
14 must state:

15 (1) the name of the foreign limited partnership and, if the
16 name does not comply with Section 8 of this act, a fictitious name
17 adopted pursuant to subsection (a) of Section 79 of this act.

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

20 (3) the street and mailing address of the foreign limited
21 partnership's principal office and, if the laws of the jurisdiction
22 under which the foreign limited partnership is organized require the
23 foreign limited partnership to maintain an office in that
24 jurisdiction, the street and mailing address of the required office;

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

4 (5) a statement that the Secretary of State is appointed the
5 agent of the foreign limited partnership for service of process if
6 no agent has been appointed pursuant to paragraph (4) of this
7 subsection or, if appointed, the agent's authority has been revoked
8 or if the agent cannot be found or served with the exercise of
9 reasonable diligence;

10 (6) the name and street and mailing address of each of the
11 foreign limited partnership's general partners; and

12 (7) whether the foreign limited partnership is a foreign
13 limited liability limited partnership.

14 (b) A foreign limited partnership shall deliver with the
15 completed application a certificate of good standing or existence or
16 a record of similar import signed by the Secretary of State or other
17 official having custody of the foreign limited partnership's
18 publicly filed records in the state or other jurisdiction under
19 whose law the foreign limited partnership is organized.

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

23 ACTIVITIES NOT CONSTITUTING TRANSACTING BUSINESS.
24

1 (a) Activities of a foreign limited partnership which do not
2 constitute transacting business in this state within the meaning of
3 this article include:

4 (1) maintaining, defending, and settling an action or
5 proceeding;

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

8 (3) maintaining accounts in financial institutions;

9 (4) maintaining offices or agencies for the transfer, exchange,
10 and registration of the foreign limited partnership's own securities
11 or maintaining trustees or depositories with respect to those
12 securities;

13 (5) selling through independent contractors;

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

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

20 (8) securing or collecting debts or enforcing mortgages or
21 other security interests in property securing the debts, and
22 holding, protecting, and maintaining property so acquired;

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

4 (10) transacting business in interstate commerce.

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

9 (c) This section does not apply in determining the contacts or
10 activities that may subject a foreign limited partnership to service
11 of process, taxation, or regulation under any other law of this
12 state.

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

16 FILING OF CERTIFICATE OF AUTHORITY.

17 Unless the Secretary of State determines that an application for
18 a certificate of authority does not comply with the filing
19 requirements of the Uniform Limited Partnership Act of 2009, the
20 Secretary of State, upon payment of all filing fees, shall file the
21 application and return a file stamped copy of the filed certificate
22 to the person filing the record or the person's representative.
23
24

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

4 NONCOMPLYING NAME OF FOREIGN LIMITED PARTNERSHIP.

5 (a) A foreign limited partnership whose name does not comply
6 with Section 8 of this act may not obtain a certificate of authority
7 until it adopts, for the purpose of transacting business in this
8 state, an alternate name that complies with Section 8 of this act.
9 After obtaining a certificate of authority with an alternate name, a
10 foreign limited partnership shall transact business in this state
11 under that name.

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

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

20 REVOCATION OF CERTIFICATE OF AUTHORITY.

21 The Secretary of State shall revoke a certificate of authority
22 of a foreign limited partnership to transact business in this state
23 if the foreign limited partnership does not:
24

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

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

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

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

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

14 CANCELLATION OF CERTIFICATE OF AUTHORITY; EFFECT OF FAILURE TO
15 HAVE CERTIFICATE.

16 (a) In order to cancel its certificate of authority to transact
17 business in this state, a foreign limited partnership must deliver
18 to the Secretary of State for filing a notice of cancellation
19 stating its name, jurisdiction of formation, and address for service
20 of process. The certificate is canceled when the notice becomes
21 effective under Section 24 of this act.

22 (b) A foreign limited partnership transacting business in this
23 state may not maintain an action or proceeding in this state unless
24

1 it has a certificate of authority to transact business in this
2 state.

3 (c) The failure of a foreign limited partnership to have a
4 certificate of authority to transact business in this state does not
5 impair the validity of a contract or act of the foreign limited
6 partnership or prevent the foreign limited partnership from
7 defending an action or proceeding in this state.

8 (d) A partner of a foreign limited partnership is not liable
9 for the obligations of the foreign limited partnership solely by
10 reason of the foreign limited partnership's having transacted
11 business in this state without a certificate of authority.

12 (e) If a foreign limited partnership transacts business in this
13 state without a certificate of authority or cancels its certificate
14 of authority, it appoints the Secretary of State as its agent for
15 service of process for rights of action arising out of the
16 transaction of business in this state.

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

20 ACTION BY ATTORNEY GENERAL.

21 The Attorney General may maintain an action to restrain a
22 foreign limited partnership from transacting business in this state
23 in violation of this article.

24 ARTICLE 10

ACTIONS BY PARTNERS

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

DIRECT ACTION BY PARTNER.

(a) Subject to subsection (b) of this section, a partner may maintain a direct action against the limited partnership or another partner for legal or equitable relief, with or without an accounting as to the partnership's activities, to enforce the rights and otherwise protect the interests of the partner, including rights and interests under the partnership agreement or the Uniform Limited Partnership Act of 2009 or arising independently of the partnership relationship.

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

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

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

1 DERIVATIVE ACTION.

2 A partner may maintain a derivative action to enforce a right of
3 a limited partnership if:

4 (1) the partner first makes a demand on the general partners,
5 requesting that they cause the limited partnership to bring an
6 action to enforce the right, and the general partners do not bring
7 the action within a reasonable time; or

8 (2) a demand would be futile.

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

12 PROPER PLAINTIFF.

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

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

17 (2) whose status as a partner devolved upon the person by
18 operation of law or pursuant to the terms of the partnership
19 agreement from a person that was a partner at the time of the
20 conduct.

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

24 PLEADING.

1 In a derivative action, the complaint must state with
2 particularity:

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

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

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

9 PROCEEDS AND EXPENSES.

10 (a) Except as otherwise provided in subsection (b) of this
11 section:

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

15 (2) if the derivative plaintiff receives any proceeds, the
16 derivative plaintiff shall immediately remit them to the limited
17 partnership.

18 (b) If a derivative action is successful in whole or in part,
19 the court may award the plaintiff reasonable expenses, including
20 reasonable attorney fees, from the recovery of the limited
21 partnership.

22 ARTICLE 11

23 CONVERSION AND MERGER
24

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

4 DEFINITIONS.

5 In this article:

6 (1) "Constituent limited partnership" means a constituent
7 organization that is a limited partnership;

8 (2) "Constituent organization" means an organization that is
9 party to a merger;

10 (3) "Converted organization" means the organization into which
11 a converting organization converts pursuant to Sections 89 through
12 92 of this act;

13 (4) "Converting limited partnership" means a converting
14 organization that is a limited partnership;

15 (5) "Converting organization" means an organization that
16 converts into another organization pursuant to Section 89 of this
17 act;

18 (6) "General partner" means a general partner of a limited
19 partnership;

20 (7) "Governing statute" of an organization means the statute
21 that governs the organization's internal affairs;

22 (8) "Merger" includes a reorganization structured as a
23 consolidation;

1 (9) "Organization" means a general partnership, including a
2 limited liability partnership; limited partnership, including a
3 limited liability limited partnership; limited liability company;
4 business trust; corporation; or any other person having a governing
5 statute. The term includes domestic and foreign organizations
6 whether or not organized for profit;

7 (10) "Organizational documents" means:

8 (A) for a domestic or foreign general partnership, its
9 partnership agreement;

10 (B) for a limited partnership or foreign limited
11 partnership, its certificate of limited partnership
12 and partnership agreement;

13 (C) for a domestic or foreign limited liability company,
14 its articles of organization and operating agreement,
15 or comparable records as provided in its governing
16 statute;

17 (D) for a business trust, its agreement of trust and
18 declaration of trust;

19 (E) for a domestic or foreign corporation for profit, its
20 certificate of incorporation, bylaws, and other
21 agreements among its shareholders which are authorized
22 by its governing statute, or comparable records as
23 provided in its governing statute; and
24

(F) for any other organization, the basic records that create the organization and determine its internal governance and the relations among the persons that own it, have an interest in it, or are members of it;

(11) "Personal liability" means personal liability for a debt, liability, or other obligation of an organization which is imposed on a person that co-owns, has an interest in, or is a member of the organization:

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

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

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

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

4 CONVERSION.

5 (a) An organization other than a limited partnership may
6 convert to a limited partnership, and a limited partnership may
7 convert to another organization pursuant to this section and
8 Sections 90 through 92 of this act and a plan of conversion, if:

9 (1) the other organization's governing statute authorizes the
10 conversion;

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

13 (3) the other organization complies with its governing statute
14 in effecting the conversion.

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

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

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

18 (3) the terms and conditions of the conversion, including the
19 manner and basis for converting interests in the converting
20 organization into any combination of money, interests in the
21 converted organization, and other consideration; and

22 (4) the organizational documents of the converted organization.
23
24

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

4 ACTION ON PLAN OF CONVERSION BY CONVERTING LIMITED PARTNERSHIP.

5 (a) Subject to Section 97 of this act and unless the limited
6 partnership's partnership agreement otherwise provides, a plan of
7 conversion must be consented to by all the partners of a converting
8 limited partnership.

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

13 (1) as provided in the plan; and

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

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

19 FILINGS REQUIRED FOR CONVERSION; EFFECTIVE DATE.

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

21 (1) a converting limited partnership shall deliver to the
22 Secretary of State for filing articles of conversion, which must
23 include:
24

- 1 (A) a statement that the limited partnership has been
2 converted into another organization;
- 3 (B) the name and form of the organization and the
4 jurisdiction of its governing statute;
- 5 (C) the date the conversion is effective under the
6 governing statute of the converted organization;
- 7 (D) a statement that the conversion was approved as
8 required by the Uniform Limited Partnership Act of
9 2009;
- 10 (E) a statement that the conversion was approved as
11 required by the governing statute of the converted
12 organization; and
- 13 (F) if the converted organization is a foreign
14 organization not authorized to transact business in
15 this state, the street and mailing address of an
16 office which the Secretary of State may use for the
17 purposes of subsection (c) of Section 92 of this act;
18 and

19 (2) if the converting organization is not a converting limited
20 partnership, the converting organization shall deliver to the
21 Secretary of State for filing a certificate of limited partnership,
22 which must include, in addition to the information required by
23 Section 19 of this act:

24

- 1 (A) a statement that the limited partnership was converted
2 from another organization;
- 3 (B) the name and form of the organization and the
4 jurisdiction of its governing statute; and
- 5 (C) a statement that the conversion was approved in a
6 manner that complied with the organization's governing
7 statute.

8 (b) A conversion becomes effective:

- 9 (1) if the converted organization is a limited partnership,
10 when the certificate of limited partnership takes effect; and
- 11 (2) if the converted organization is not a limited partnership,
12 as provided by the governing statute of the converted organization.

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

16 EFFECT OF CONVERSION.

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

20 (b) When a conversion takes effect:

- 21 (1) all property owned by the converting organization remains
22 vested in the converted organization;
- 23
- 24

1 (2) all debts, liabilities, and other obligations of the
2 converting organization continue as obligations of the converted
3 organization;

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

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

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

12 (6) except as otherwise agreed, the conversion does not
13 dissolve a converting limited partnership for the purposes of
14 Article 8 of this act; and

15 (7) the conversion does not authorize a converted organization
16 that is a foreign organization to transact business in this state.

17 (c) A converted organization that is a foreign organization
18 consents to the jurisdiction of the courts of this state to enforce
19 any obligation owed by the converting limited partnership, if before
20 the conversion the converting limited partnership was subject to
21 suit in this state on the obligation. A converted organization that
22 is a foreign organization and not authorized to transact business in
23 this state appoints the Secretary of State as its agent for service
24 of process for purposes of enforcing an obligation under this

subsection. Service on the Secretary of State under this subsection is made in the same manner and with the same consequences as in Section 17 of this act.

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

MERGER.

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

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

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

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

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

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

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

(3) the terms and conditions of the merger, including the manner and basis for converting the interests in each constituent

1 organization into any combination of money, interests in the
2 surviving organization, and other consideration;

3 (4) if the surviving organization is to be created by the
4 merger, the surviving organization's organizational documents; and

5 (5) if the surviving organization is not to be created by the
6 merger, any amendments to be made by the merger to the surviving
7 organization's organizational documents.

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

11 ACTION ON PLAN OF MERGER BY CONSTITUENT LIMITED PARTNERSHIP.

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

15 (b) Subject to Section 97 of this act and unless a limited
16 partnership's partnership agreement otherwise provides, any
17 contractual rights, after a merger is approved, and at any time
18 before a filing is made under Section 95 of this act, a constituent
19 limited partnership may amend the plan or abandon the planned
20 merger:

21 (1) as provided in the plan; and

22 (2) except as prohibited by the plan, with the same consent as
23 was required to approve the plan.
24

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

FILINGS REQUIRED FOR MERGER; EFFECTIVE DATE.

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

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

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

(b) The articles of merger must include:

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

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

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

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

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

1 (B) if it will be an organization other than a limited
2 partnership, the organizational document that creates
3 the organization;

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

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

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

14 (8) any additional information required by the governing
15 statute of any constituent organization.

16 (c) The articles of merger shall be signed and delivered by
17 each constituent limited partnership for filing in the Office of the
18 Secretary of State.

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

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

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

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

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

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

6 EFFECT OF MERGER.

7 (a) When a merger becomes effective:

8 (1) the surviving organization continues or comes into
9 existence;

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

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

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

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

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

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

3 (8) except as otherwise agreed, if a constituent limited
4 partnership ceases to exist, the merger does not dissolve the
5 limited partnership for the purposes of Article 8 of this act;

6 (9) if the surviving organization is created by the merger:

7 (A) if it is a limited partnership, the certificate of
8 limited partnership becomes effective; or

9 (B) if it is an organization other than a limited
10 partnership, the organizational document that creates
11 the organization becomes effective; and

12 (10) if the surviving organization preexists the merger, any
13 amendments provided for in the articles of merger for the
14 organizational document that created the organization become
15 effective.

16 (b) A surviving organization that is a foreign organization
17 consents to the jurisdiction of the courts of this state to enforce
18 any obligation owed by a constituent organization, if before the
19 merger the constituent organization was subject to suit in this
20 state on the obligation. A surviving organization that is a foreign
21 organization and not authorized to transact business in this state
22 appoints the Secretary of State as its agent for service of process
23 for the purposes of enforcing an obligation under this subsection.
24 Service on the Secretary of State under this subsection is made in

1 the same manner and with the same consequences as in Section 17 of
2 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:

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

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

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

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

10 LIABILITY OF GENERAL PARTNER AFTER CONVERSION OR MERGER.

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

15 (1) the provisions of the Uniform Limited Partnership Act of
16 2009 pertaining to the collection or discharge of the liability
17 continue to apply to the liability;

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

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

23 (A) the person has a right of contribution from each other
24 person that was liable as a general partner under

1 Section 38 of this act when the obligation was
2 incurred and has not been released from the obligation
3 under Section 58 of this act; and

4 (B) the contribution due from each of those persons is in
5 proportion to the right to receive distributions in
6 the capacity of general partner in effect for each of
7 those persons when the obligation was incurred.

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

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

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

18 (B) reasonably believes that:

19 (i) the converted or surviving business is the
20 converting or constituent limited partnership;

21 (ii) the converting or constituent limited partnership
22 is not a limited liability limited partnership;
23 and
24

(iii) the person is a general partner in the converting or constituent limited partnership; and

(2) a person that was dissociated as a general partner from a converting or constituent limited partnership before the conversion or merger became effective is personally liable for each obligation of the converted or surviving organization arising from a transaction with a third party after the conversion or merger becomes effective, if:

(A) immediately before the conversion or merger became effective the converting or surviving limited partnership was not a limited liability limited partnership; and

(B) at the time the third party enters into the transaction less than two (2) years have passed since the person dissociated as a general partner and the third party:

(i) does not have notice of the dissociation;

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

(iii) reasonably believes that the converted or surviving organization is the converting or constituent limited partnership, the converting or constituent limited partnership is not a limited liability limited partnership, and the

1 person is a general partner in the converting or
2 constituent limited partnership.

3 SECTION 99. NEW LAW A new section of law to be codified
4 in the Oklahoma Statutes as Section 500-1112 of Title 54, unless
5 there is created a duplication in numbering, reads as follows:

6 POWER OF GENERAL PARTNERS AND PERSONS DISSOCIATED AS GENERAL
7 PARTNERS TO BIND ORGANIZATION AFTER CONVERSION OR MERGER.

8 (a) An act of a person that immediately before a conversion or
9 merger became effective was a general partner in a converting or
10 constituent limited partnership binds the converted or surviving
11 organization after the conversion or merger becomes effective, if:

12 (1) before the conversion or merger became effective, the act
13 would have bound the converting or constituent limited partnership
14 under Section 36 of this act; and

15 (2) at the time the third party enters into the transaction,
16 the third party:

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

18 (B) reasonably believes that the converted or surviving
19 business is the converting or constituent limited
20 partnership and that the person is a general partner
21 in the converting or constituent limited partnership.

22 (b) An act of a person that before a conversion or merger
23 became effective was dissociated as a general partner from a
24 converting or constituent limited partnership binds the converted or

1 surviving organization after the conversion or merger becomes
2 effective, if:

3 (1) before the conversion or merger became effective, the act
4 would have bound the converting or constituent limited partnership
5 under Section 36 of this act if the person had been a general
6 partner; and

7 (2) at the time the third party enters into the transaction,
8 less than two (2) years have passed since the person dissociated as
9 a general partner and the third party:

10 (A) does not have notice of the dissociation;

11 (B) does not have notice of the conversion or merger; and

12 (C) reasonably believes that the converted or surviving
13 organization is the converting or constituent limited
14 partnership and that the person is a general partner
15 in the converting or constituent limited partnership.

16 (c) If a person having knowledge of the conversion or merger
17 causes a converted or surviving organization to incur an obligation
18 under subsection (a) or (b) of this section, the person is liable:

19 (1) to the converted or surviving organization for any damage
20 caused to the organization arising from the obligation; and

21 (2) if another person is liable for the obligation, to that
22 other person for any damage caused to that other person arising from
23 the liability.

24

1 SECTION 100. NEW LAW A new section of law to be codified
2 in the Oklahoma Statutes as Section 500-1113 of Title 54, unless
3 there is created a duplication in numbering, reads as follows:

4 ARTICLE NOT EXCLUSIVE.

5 This article does not preclude an entity from being converted or
6 merged under other law.

7 ARTICLE 12

8 MISCELLANEOUS PROVISIONS

9 SECTION 101. NEW LAW A new section of law to be codified
10 in the Oklahoma Statutes as Section 500-1201 of Title 54, unless
11 there is created a duplication in numbering, reads as follows:

12 UNIFORMITY OF APPLICATION AND CONSTRUCTION.

13 In applying and construing the Uniform Limited Partnership Act
14 of 2009, consideration must be given to the need to promote
15 uniformity of the law with respect to its subject matter among
16 states that enact it.

17 SECTION 102. NEW LAW A new section of law to be codified
18 in the Oklahoma Statutes as Section 500-1202 of Title 54, unless
19 there is created a duplication in numbering, reads as follows:

20 RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL
21 COMMERCE ACT.

22 The Uniform Limited Partnership Act of 2009 modifies, limits, or
23 supersedes the federal Electronic Signatures in Global and National
24 Commerce Act, 15 U.S.C., Section 7001 et seq., but the Uniform

1 Limited Partnership Act of 2009 does not modify, limit, or supersede
2 Section 101(c) of the federal Electronic Signatures in Global and
3 National Commerce Act or authorize electronic delivery of any of the
4 notices described in Section 103(b) of that act.

5 SECTION 103. NEW LAW A new section of law to be codified
6 in the Oklahoma Statutes as Section 500-1203 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, 2010, the Uniform Limited Partnership Act of
10 2009 governs only:

11 (1) a limited partnership formed on or after January 1, 2010;
12 and

13 (2) except as otherwise provided in subsections (c) and (d) of
14 this section, a limited partnership formed before January 1, 2010,
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, 2010, 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
23 otherwise elect in the manner provided in the partnership agreement
24 or by law for amending the partnership agreement:

1 (1) Subsection (c) of Section 4 of this act does not apply and
2 the limited partnership has whatever duration it had under the law
3 applicable immediately before January 1, 2010.

4 (2) The limited partnership is not required to amend its
5 certificate of limited partnership to comply with paragraph (4) of
6 subsection (a) of Section 19 of this act.

7 (3) Sections 52 and 53 of this act do not apply and a limited
8 partner has the same right and power to dissociate from the limited
9 partnership, with the same consequences, as existed immediately
10 before January 1, 2010.

11 (4) Paragraph (4) of Section 54 of this act does not apply.

12 (5) Paragraph (5) of Section 54 of this act does not apply and
13 a court has the same power to expel a general partner as the court
14 had immediately before January 1, 2010.

15 (6) Paragraph (3) of Section 63 of this act does not apply and
16 the connection between a person's dissociation as a general partner
17 and the dissolution of the limited partnership is the same as
18 existed immediately before January 1, 2010.

19 (d) With respect to a limited partnership that elects pursuant
20 to paragraph (2) of subsection (a) of this section to be subject to
21 the Uniform Limited Partnership Act of 2009, after the election
22 takes effect the provisions of the Uniform Limited Partnership Act
23 of 2009 relating to the liability of the limited partnership's
24 general partners to third parties apply:

(1) before July 1, 2010, to:

(A) a third party that had not done business with the limited partnership in the year before the election took effect; and

(B) a third party that had done business with the limited partnership in the year before the election took effect only if the third party knows or has received a notification of the election; and

(2) on and after July 1, 2010, to all third parties, but those provisions remain inapplicable to any obligation incurred while those provisions were inapplicable under subparagraph (B) of paragraph (1) of this subsection.

SECTION 104. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 500-1207 of Title 54, unless there is created a duplication in numbering, reads as follows:

SAVINGS CLAUSE.

The Uniform Limited Partnership Act of 2009 does not affect an action commenced, proceeding brought, or right accrued before the Uniform Limited Partnership Act of 2009 takes effect.

SECTION 105. REPEALER 54 O.S. 2001, Sections 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 174, 177, 178, 181, 301, 302, as amended by Section 38, Chapter 253, O.S.L. 2008, 303, as amended by Section 39, Chapter

1 253, O.S.L. 2008, 304, 305, 305.1, 306, 307, 308, 309, as amended by
2 Section 40, Chapter 253, O.S.L. 2008, 310, 310.1, as amended by
3 Section 41, Chapter 253, O.S.L. 2008, 310.2, as last amended by
4 Section 42, Chapter 253, O.S.L. 2008, 310.3, as last amended by
5 Section 43, Chapter 253, O.S.L. 2008, 311, as amended by Section 44,
6 Chapter 253, O.S.L. 2008, 311.1, as last amended by Section 45,
7 Chapter 253, O.S.L. 2008, 312, 313, 314, as amended by Section 46,
8 Chapter 253, O.S.L. 2008, 315, 316, 317, 318, 319, 320, 321, 322,
9 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335,
10 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348,
11 349, 350, 350.1, 351, 352, 353, 353.1, 353.2, 353.3, 354, as amended
12 by Section 47, Chapter 253, O.S.L. 2008, 355, 356, 357, 358, 359,
13 360, 361, 362, 363, 364 and 365 (54 O.S. Supp. 2008, Sections 302,
14 303, 309, 310.1, 310.2, 310.3, 311, 311.1, 314 and 354), are hereby
15 repealed.

16 SECTION 106. This act shall become effective January 1, 2010.

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