

CHAPTER 323

UNIFORM PARTNERSHIP ACT

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323.02 DEFINITIONS.

[For text of subs 1 to 8, see M.S.1994]

Subd. 9. Foreign limited liability partnership. "Foreign limited liability partnership" means a general partnership organized under laws other than the laws of this state with status as a limited liability partnership in its home jurisdiction.

History: 1995 c 128 art 3 s 11; 1995 c 263 s 1

323.14 NATURE OF PARTNER'S LIABILITY.

[For text of subs 1 to 5, see M.S.1994]

Subd. 6. When debts and obligations arise and accrue. For the purposes of this section and section 323.16:

(a) All partnership debts and obligations under or relating to a note, contract, or other agreement arise and accrue when the note, contract, or other agreement is entered into.

(b) An amendment, modification, extension, or renewal of a note, contract, or other agreement does not affect the time at which a partnership debt or obligation under or relating to that note, contract, or other agreement arises and accrues, even as to a claim that relates to the subject matter of the amendment, modification, extension, or renewal.

This subdivision does not affect any law, rule, or period pertaining to any statute of limitations or statute of repose.

History: 1995 c 58 s 7

323.44 LIMITED LIABILITY PARTNERSHIPS.

[For text of subd 1, see M.S.1994]

Subd. 2. Contents of registration. A general partnership's registration to obtain or renew the status of a limited liability partnership must contain:

(1) the name of the partnership;

(2) a statement that the partnership applies to obtain status as a limited liability partnership or to renew that status;

(3) an acknowledgment that the status of limited liability partnership will automatically expire, unless the partnership files a proper renewal registration;

(4) the street address of the partnership's principal place of business;

(5) if the partnership's principal place of business is not located in this state, the name and street address of a person located in this state that the partnership authorizes to act as the partnership's agent for service of process; and

(6) the signature of a partner.

[For text of subd 3, see M.S.1994]

Subd. 4. Authority to file. A domestic general partnership's decision to file a registration is an ordinary matter under section 323.17, clause (8). The decision to withdraw or not renew a registration is treated as an act in contravention of an agreement between the partners under section 323.17, clause (8).

Subd. 5. Changes in registration information. If the information contained in a registration becomes inaccurate after the registration is filed, the general partnership must provide accurate information in any subsequently filed renewal registration. The inaccuracy has no effect on the partnership's status as a limited liability partnership.

Subd. 6. Voluntary withdrawal of status. A partnership may end its status as a limited liability partnership at any time by filing with the secretary of state a withdrawal statement that names the partnership, states that the partnership is withdrawing its current registration, and acknowledges that the withdrawal ends the partnership's status as a limited liability partnership. The withdrawal statement must be signed by a partner and may state a delayed effective date, if that date is before the expiration date of the partnership's current registration. If the withdrawal statement does not state an effective date, the statement is effective when filed.

[For text of subd 7, see M.S.1994]

Subd. 8. Legal status. For purposes of holding title to or conveying an interest in real or personal property and for all other purposes except as otherwise provided in this chapter, a partnership formed under this chapter remains the same entity:

(1) whether the partnership obtains the status of a limited liability partnership under subdivision 1, paragraph (a);

(2) whether the status of the partnership as a limited liability partnership terminates by reason of expiration of registration under subdivision 1, paragraph (b), or by reason of voluntary withdrawal of status under subdivision 6;

(3) during dissolution of the partnership; and

(4) regardless of whether the words "a limited liability partnership," "a professional limited liability partnership," "a general partnership," or the designation "L.L.P.," "LLP," "P.L.L.P.," or "PLL" are used in an instrument conveying an interest in real or personal property to or from the partnership or in any other writing.

History: 1995 c 58 s 8; 1995 c 128 art 3 s 12-15

323.45 NAME OF LIMITED LIABILITY PARTNERSHIPS.

Subdivision 1. Requirements; prohibitions. The name of a limited liability partnership must meet all of the requirements of section 302A.115, subdivision 1, except that the acceptable words required by section 302A.115, subdivision 1, paragraph (b), are "Limited Liability Partnership" or the abbreviation "LLP."

[For text of subs 2 to 4, see M.S.1994]

Subd. 5. Failure to use required name. If a person purports to enter into a contract or other undertaking on behalf of a general partnership that is a domestic or foreign limited liability partnership and does not disclose to the other party that part of the limited liability partnership's name that complies with subdivision 1, then that person is personally liable on the contract or undertaking, unless that person can show that in making the contract or accepting the undertaking the other party did not rely on the partnership being an ordinary general partnership. Any partner of a domestic or foreign limited liability partnership who consents to a person not making the disclosure described in this subdivision is also personally liable on the contract or undertaking, unless that partner can make the showing described in this subdivision.

History: 1995 c 58 s 9; 1995 c 128 art 3 s 16,17

323.46 APPLICABILITY TO FOREIGN AND INTERSTATE COMMERCE.

Subdivision 1. Conducting business. A domestic partnership, including a domestic limited liability partnership, formed and existing under this chapter, may conduct its business, carry on its operations, and have and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or in any foreign country.

Subd. 2. Governing law. It is the policy of this state that the internal affairs of domestic partnerships, including domestic limited liability partnerships, existing under this chapter,

including the liability of partners for debts and obligations of partnerships, are subject to and governed by the laws of this state.

History: 1995 c 128 art 3 s 18

323.47 SERVICE OF PROCESS ON LIMITED LIABILITY PARTNERSHIPS.

Subdivision 1. **Who may be served.** A process, notice, or demand required or permitted by law to be served on a limited liability partnership may be served either on the registered agent of the limited liability partnership, if any, or on any responsible person found at the registered office of the limited liability partnership or on the secretary of state as provided in section 5.25.

Subd. 2. [Repealed, 1995 c 128 art 1 s 20]

Subd. 3. [Repealed, 1995 c 128 art 1 s 20]

Subd. 4. [Repealed, 1995 c 128 art 1 s 20]

History: 1995 c 128 art 1 s 15

323.48 GOVERNING LAW.

Subdivision 1. **State of organization.** Subject to the constitution of this state, the laws of the jurisdiction under which a foreign limited liability partnership is organized govern its organization and internal affairs and the liability of its members. A foreign limited liability partnership may not be denied a registration in this state by reason of a difference between those laws and the laws of this state.

Subd. 2. **Limitations.** A foreign limited liability partnership registered in this state has no greater rights and privileges than a domestic limited liability partnership. The registration does not authorize the foreign limited liability partnership to exercise any of its powers or purposes that a domestic limited liability partnership is forbidden by law to exercise in this state.

History: 1995 c 128 art 3 s 19

323.49 FOREIGN LIMITED LIABILITY PARTNERSHIPS.

Subdivision 1. **Statement of qualification.** Before transacting business in this state, a foreign limited liability partnership must file a statement of qualification as provided in subdivision 3 with the secretary of state. The statement is effective for one year from the date of filing and may be renewed for successive one-year periods as provided in subdivision 2. At the end of the one-year period, the statement automatically expires unless a renewal statement is properly filed. Section 322B.945 applies to determine whether a foreign limited liability partnership is transacting business.

Subd. 2. **Renewal.** The foreign limited liability partnership may file a renewal statement that complies with this section no earlier than 60 days before the expiration of the one-year period under subdivision 1. A proper renewal extends the partnership's status as a foreign limited liability partnership for another one-year period, measured from the end of the previous one-year period. At the end of any renewal period, the renewal statement automatically expires. A foreign limited liability partnership's statement may be renewed for an unlimited number of one-year periods.

Subd. 3. **Contents of statement of qualification.** A foreign limited liability partnership's statement of qualification and any renewal statement must contain:

(1) the name of the partnership, including the limited liability partnership designation used in the home jurisdiction;

(2) the address of the partnership's principal place of business;

(3) the name and street address of a person located in this state that the partnership has authorized to act as the partnership's agent for service of process;

(4) the jurisdiction of organization; and

(5) the signature of a partner.

The statement or renewal must be accompanied by a certificate of status from the filing officer in the home jurisdiction and a fee of \$135.

Subd. 4. Name of foreign limited liability partnership. The name of the foreign limited liability partnership must meet the requirements of section 323.45.

Subd. 5. Changes in registration information. If the information in a statement becomes inaccurate after it is filed, the general partnership must provide accurate information in any subsequently filed renewal statement. The inaccuracy has no effect on the status of the partnership as a foreign limited liability partnership in Minnesota.

Subd. 6. Voluntary withdrawal of status. A partnership may, at any time, withdraw its statement of qualification by filing with the secretary of state a withdrawal statement that contains the following:

- (1) the name of the partnership;
- (2) a statement that the partnership is withdrawing its current statement of qualification;
- (3) an acknowledgment that the withdrawal ends the partnership's qualification as a foreign limited liability partnership in Minnesota; and
- (4) the signature of a partner.

The withdrawal statement may state a delayed effective date, if that date is before the expiration date of the partnership's current statement of qualification. If the withdrawal statement does not state an effective date, the statement is effective when filed.

Subd. 7. Transaction of business without qualification. (a) A foreign limited liability partnership transacting business in this state may not maintain any action, suit, or proceeding in any court of this state until it has filed a statement of qualification.

(b) The failure of a foreign limited liability partnership to file a statement of qualification does not impair the validity of any contract or act of the foreign limited liability partnership or prevent the foreign limited liability partnership from defending any action, suit, or proceeding in any court of this state.

(c) A foreign limited liability partnership, by transacting business in this state without a statement of qualification, appoints the secretary of state as its agent on whom any notice, process, or demand may be served.

(d) A partner of a foreign limited liability partnership is not liable for the debts and obligations of the foreign limited liability partnership solely by reason of the foreign limited liability partnership's having transacted business in this state without a valid statement of qualification.

Subd. 8. Transition. Any foreign limited liability partnership which received a certificate of authority under chapter 322B prior to the effective date of Laws 1995, chapter 128, shall be deemed to be in compliance with this section until December 29, 1995. After that date, a certificate of authority issued under chapter 322B and received by a foreign limited liability partnership shall have no further effect.

History: 1995 c 128 art 3 s 20