

# **9 Summary of California Law (10th), Partnership**

## **I. INTRODUCTION**

- A. [§1] Statutes Affecting Partnerships.**
- B. Fictitious Business Name.**
  - 1. [§2] In General.**
  - 2. [§3] Fictitious Name Defined.**
  - 3. [§4] Coverage and Exclusions.**
  - 4. Procedure.**
    - (a) [§5] Fictitious Name Statement.**
    - (b) [§6] Expiration and Change in Facts.**
    - (c) [§7] Withdrawal and Abandonment.**
  - 5. [§8] Effect of Failure To Comply.**
- C. Joint Venture.**
  - 1. [§9] Nature and Distinctions.**
  - 2. [§10] Proof of Oral Agreement.**
  - 3. Incidents of Relation.**
    - (a) [§11] Sharing of Profits and Losses.**
    - (b) [§12] Accounting Among Members.**
    - (c) [§13] Duty To Share Business Opportunity.**
    - (d) [§14] Relations With Third Persons.**

## **II. GENERAL PARTNERSHIP**

- A. Uniform Partnership Act of 1994.**
  - 1. [§15] Statutory Development.**
  - 2. [§16] Organization.**
  - 3. [§17] Definitions.**
  - 4. [§18] Knowledge, Notice, and Notification.**
  - 5. [§19] Partnership Agreement.**
  - 6. [§20] Statements.**
  - 7. [§21] Governing Law.**
- B. Nature and Formation of Partnership.**
  - 1. [§22] In General.**
  - 2. [§23] Distinct Entity.**
  - 3. Determining Formation.**
    - (a) [§24] Coownership and Revenue Sharing.**
    - (b) [§25] Intention To Carry on Business.**
    - (c) [§26] Partnership by Estoppel.**
- C. Partnership Property.**
  - 1. [§27] Nature and Acquisition of Property.**
  - 2. [§28] Interest of Partner.**
  - 3. [§29] Transfer.**
- D. Relations Between Partners.**
  - 1. [§30] Fiduciary Relationship.**
  - 2. [§31] Good Faith and Fair Dealing.**
  - 3. [§32] Permissible Partner Activity.**
  - 4. [§33] Rights and Entitlements of Partners.**

5. [§34] Actions Between Partners.
- E. Relations With Third Parties.
  1. [§35] Partner as Agent.
  2. [§36] Statement of Authority.
  3. [§37] Purported Partner.
  4. [§38] Liability of Partnership for Wrongful Acts.
  5. [§39] Joint and Several Liability.
  6. [§40] Remedies of Creditors.
- F. Dissociation of Partner.
  1. [§41] In General.
  2. Events Causing Dissociation.
    - (a) [§42] In General.
    - (b) [§43] Expulsion.
  3. [§44] Effect of Dissociation.
  4. [§45] Buyout of Dissociating Partner's Interest.
- G. Dissolution and Winding Up.
  1. [§46] In General.
  2. [§47] Conditions for Dissolution.
  3. [§48] Effect of Dissolution.
  4. [§49] Settlement of Accounts and Contributions.
- H. Reorganization.
  1. [§50] In General.
  2. [§51] Definitions.
  3. Conversion.
    - (a) [§52] In General.
    - (b) [§53] Plan.
    - (c) [§54] Effect.
    - (d) [§55] Statement.
    - (e) [§56] Record Ownership of Real Property.
  4. Merger.
    - (a) [§57] In General.
    - (b) [§58] Agreement.
    - (c) [§59] Effect.
    - (d) [§60] Certificate, Statement, or Merger Agreement.
    - (e) [§61] Record Ownership of Real Property.

### **III. LIMITED PARTNERSHIP**

- A. California Revised Limited Partnership Act.
  1. [§62] Statutory Development.
  2. [§63] Agreement Varying Effect of Act.
  3. [§64] Definitions.
  4. [§65] name.
  5. [§66] Office and Records.
  6. [§67] Agent and Service of Process.
  7. [§68] Authorized Activity.
- B. Nature and Formation of Limited Partnership.
  1. [§69] Nature of Limited Partnership.

2. [§70] Partnership Agreement.
3. [§71] Certificate of Limited Partnership.
4. [§72] Certificate of Amendment.
5. [§73] Restated Certificate of Limited Partnership.
6. [§74] Execution of Certificates.

**C. Limited Partners.**

1. [§75] Admission of Additional Limited Partners.
2. [§76] Personal Liability.
3. [§77] Fiduciary Duty to Limited Partnership.
4. Rights of Limited Partners.
  - (a) [§78] Information and Inspection.
  - (b) [§79] Meetings.
  - (c) [§80] Voting.
  - (d) [§81] Enforcement of Rights.
  - (e) [§82] Protection of Rights in Rollup Transactions.
5. [§83] Certificate of Interest.

**D. General Partners.**

1. [§84] Admission of Additional General Partners.
2. [§85] Termination of General Partner's Status.
3. [§86] Rights, Powers, and Liabilities.

**E. Capital, Contributions, and Distributions.**

1. [§87] Capital Account and Contributions.
2. [§88] Distributions to Partners.

**F. Withdrawal and Termination.**

1. [§89] Withdrawal or Termination of General Partner.
2. [§90] Withdrawal of Limited Partner.

**G. Assignment of Partnership Interest.**

1. [§91] Nature of Interest.
2. [§92] Rights of Creditors.
3. [§93] Assignee as Limited Partner.
4. [§94] Power of Limited Partner's Representative.

**H. Dissolution.**

1. [§95] Nonjudicial Dissolution.
2. [§96] Judicial Dissolution.
3. [§97] Winding Up.
4. [§98] Distribution of Assets.
5. [§99] Power To Bind Partnership.
6. [§100] Certificates of Dissolution, Cancellation, and Continuation.

**I. Foreign Limited Partnerships.**

1. [§101] In General.
2. [§102] Registration.
3. [§103] Doing Business Without Registration.

**J. Class Actions and Derivative Actions.**

1. [§104] Right of Action and Pleading.
2. [§105] Defendant's Motion To Furnish Security.

**K. Reorganization.**

- 1. Conversion.**
  - (a) [§106] In General.
  - (b) [§107] Plan.
  - (c) [§108] Effect.
  - (d) [§109] Statement.
- 2. Merger.**
  - (a) [§110] In General.
  - (b) [§111] Agreement.
  - (c) [§112] Certificate of Merger.
  - (d) [§113] Effect.
  - (e) [§114] Merger of Domestic and Foreign Limited Partnerships.
  - (f) [§115] Record Ownership of Real Property.
- 3. Dissenting Limited Partner's Rights.**
  - (a) [§116] In General.
  - (b) [§117] Definitions.
  - (c) [§118] Notice and Demand.
  - (d) [§119] Determination of Fair Market Value.
  - (e) [§120] Rights and Privileges of Dissenting Limited Partners.
  - (f) [§121] Right To Attack Reorganization.

### **III.A. UNIFORM LIMITED PARTNERSHIP ACT OF 2008**

- A. (New) In General.**
  1. [§121A] (New) Adoption and Effect.
  2. [§121B] (New) Organization.
  3. [§121C] (New) Definitions.
  4. [§121D] (New) Knowledge, Notice, and Notification.
  5. [§121E] (New) Name.
  6. [§121F] (New) Office and Information.
  7. [§121G] (New) Agent and Service of Process.
  8. [§121H] (New) Partners.
  9. [§121-I] (New) Filing Requirements.
- B. (New) Nature and Formation of Limited Partnership.**
  1. [§121J] (New) Nature of Limited Partnership.
  2. [§121K] (New) Partnership Agreement.
  3. [§121L] (New) Certificate of Limited Partnership.
  4. [§121M] (New) Amendment or Correction of Certificate.
  5. [§121N] (New) Restated Certificate.
- C. (New) Limited Partners.**
  1. [§121-O] (New) Admission of Limited Partners.
  2. [§121P] (New) Participation and Liability.
  3. [§121Q] (New) Discharge of Duties.
  4. [§121R] (New) Rights of Limited Partners.
- D. (New) General Partners.**
  1. [§121S] (New) Admission of General Partners.
  2. [§121T] (New) Action of General Partners.
  3. [§121U] (New) Liability of General Partners.
  4. [§121V] (New) Fiduciary Duties.

5. [§121W] (New) Management and Conduct of Business.
6. [§121X] (New) Access to Information.
7. [§121Y] (New) Actions and Judgments.
- E. (New) Contributions and Distributions.
  1. [§121Z] (New) Contributions.
  2. [§121AA] (New) Distributions.
- F. (New) Dissociation.
  1. [§121BB] (New) Dissociation as Limited Partner.
  2. [§121CC] (New) Dissolution of General Partner.
- G. [§121DD] (New) Transferable Interests.
- H. (New) Dissolution.
  1. [§121EE] (New) Nonjudicial Dissolution.
  2. [§121FF] (New) Judicial Dissolution.
  3. [§121GG] (New) Winding Up.
  4. [§121HH] (New) Acts After Dissolution.
  5. [§121-II] (New) Claims.
  6. [§121JJ] (New) Distribution of Assets.
- I. [§121KK] (New) Foreign Limited Partnership.
- J. [§121LL] (New) Actions by Partners.
- K. (New) Reorganization.
  1. (New) Conversion.
    - (a) [§121MM] (New) In General.
    - (b) [§121NN] (New) Plan.
    - (c) [§121-OO] (New) Effect.
    - (d) [§121PP] (New) Statement.
  2. (New) Merger.
    - (a) [§121QQ] (New) In General.
    - (b) [§121RR] (New) Agreement.
    - (c) [§121SS] (New) Certificate of Merger.
    - (d) [§121TT] (New) Effect.
    - (e) [§121UU] (New) Merger of Domestic and Foreign Limited Partnerships.
    - (f) [§121VV] (New) Record Ownership of Real Property.
  3. (New) Dissenting Limited Partner's Rights.
    - (a) [§121WW] (New) In General.
    - (b) [§121XX] (New) Definitions.
    - (c) [§121YY] (New) Notice and Demand.
    - (d) [§121ZZ] (New) Determination of Fair Market Value.
    - (e) [§121AAA] (New) Rights and Privileges of Dissenting Limited Partners.
    - (f) [§121BBB] (New) Right to Attack Reorganization.

#### **IV. LIMITED LIABILITY PARTNERSHIP**

##### **A. In General.**

1. [§122] Statutory Authorization.
2. [§123] Limited Liability Partnership Defined.

3. [§124] Security for Claims.
4. [§125] Compliance With Professional Requirements.
5. [§126] Agent for Service of Process.

**B. Registered Limited Liability Partnership.**

1. [§127] Registration.
2. [§128] Amendment.
3. [§129] Conversion of Domestic Partnership.
4. [§130] Limitation on Partner's Liability.
5. [§131] Limitation on Distributions.
6. [§131A] (New) Exemption From Taxes.

**C. Foreign Limited Liability Partnership.**

1. [§132] In General.
2. Registration.
  - (a) [§133] In General.
  - (b) [§134] Amendment of Withdrawal.
  - (c) [§135] Failure To Register.

**V. LIMITED LIABILITY COMPANY**

**A. In General.**

1. [§136] Nature of Limited Liability Company.
2. [§137] Scope and Purpose of Act.
3. [§138] Agreement Varying Effect of Act.
4. [§139] Definitions.
5. [§140] name.
6. [§141] Agent and Service of Process.
7. [§142] Office and Records.
8. [§143] Authorized Activity.
9. [§144] Statutory Powers.

**B. Formation.**

1. Articles of Organization.
  - (a) [§145] Execution and Content.
  - (b) [§146] Amendment.
2. [§147] Operating Agreement.
3. [§148] Certificate of Correction.
4. [§149] Execution of Documents.
5. [§150] Biennial Statement.

**C. Members.**

1. [§151] Definition.
2. [§152] Membership Interest.
3. [§153] Personal Liability.
4. Rights of Members.
  - (a) [§154] In General.
  - (b) [§155] Enforcement of Rights.
5. [§156] Capital Contributions.
6. [§157] Allocation of Profits and Losses.
7. [§158] Distributions to Members.
8. [§159] Withdrawal.

**D. Assignment of Membership or Economic Interest.**

1. **[\$160] Nature of Interest.**
2. **[\$161] Rights of Creditors.**
3. **[\$162] Membership of Assignee.**
4. **[\$163] Power of Member's Representative.**

**E. Management.**

1. **[\$164] Business and Affairs Managed by Members.**
2. **[\$165] Business and Affairs Managed by Manager.**
3. **[\$166] Officers.**
4. **[\$167] Agents.**
5. **[\$168] Personal Liability of Managers and Officers.**
6. **[\$169] Indemnification.**
7. **[\$170] Failure To Execute or File Document.**
8. **[\$171] Penalty For False and Deceptive Acts.**

**F. Dissolution.**

1. **[\$172] Nonjudicial Dissolution.**
2. **[\$173] Judicial Dissolution.**
3. **[\$174] Winding Up.**
4. **[\$175] Distribution.**
5. **[\$176] Action Against Dissolved Company.**
6. **[\$177] Certificates of Dissolution, Cancellation, and Continuation.**

**G. Foreign Limited Liability Company.**

1. **[\$178] In General.**
2. **[\$179] Registration.**
3. **[\$180] Doing Business Without Registration.**

**H. Reorganization.**

1. **Conversion.**
  - (a) **[\$181] In General.**
  - (b) **[\$182] Plan.**
  - (c) **[\$183] Effect.**
  - (d) **[\$184] Statement.**
2. **Merger.**
  - (a) **[\$185] In General.**
  - (b) **[\$186] Agreement.**
  - (c) **[\$187] Certificate of Merger.**
  - (d) **[\$188] Effect.**
  - (e) **[\$189] Merger of Domestic and Foreign Limited Liability Companies.**
  - (f) **[\$190] Record Ownership of Real Property.**
3. **[\$191] Dissenting Member's Rights.**