

362.2-201 Formation of limited partnership -- Certificate of limited partnership. (Effective until January 1, 2011)

- (1) In order to form a limited partnership, a certificate of limited partnership shall be delivered to the Secretary of State for filing. The certificate shall state:
 - (a) The name of the limited partnership, which shall comply with KRS 362.2-108;
 - (b) The street address of the initial designated office;
 - (c) The street address of the limited partnership's initial registered office, and the name of its initial registered agent at that office;
 - (d) The name and street address of each general partner; and
 - (e) Any additional information required by this subchapter.
- (2) If the limited partnership elects to be a limited liability limited partnership, then the certificate shall contain a statement that the limited partnership elects to be a limited liability limited partnership.
- (3) A certificate of limited partnership may also contain any other matters but shall not vary from the provisions specified in KRS 362.2-110(2) in a manner inconsistent with that section.
- (4) Subject to subsection (2) of this section, if any provision of a partnership agreement is inconsistent with the filed certificate of limited partnership or with a filed statement of dissociation, cancellation, or change, or filed articles of conversion or merger, then:
 - (a) The partnership agreement prevails as to partners and transferees; and
 - (b) The filed certificate of limited partnership, statement of dissociation, cancellation, or change, or articles of conversion or merger prevail as to persons, other than partners and transferees, that reasonably rely on the filed record to their detriment.
- (5) A written statement of the initial registered agent consenting to serve in that capacity shall accompany the certificate of limited partnership.

Effective: July 12, 2006

History: Created 2006 Ky. Acts ch. 149, sec. 105, effective July 12, 2006.

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- (1) In order to form a limited partnership, a certificate of limited partnership shall be delivered to the Secretary of State for filing. The certificate shall state:
 - (a) The name of the limited partnership, which shall comply with KRS 14A.3-010;
 - (b) The street address of the initial designated office;
 - (c) The limited partnership's initial registered office and the name of its initial registered agent which shall comply with KRS 14A.4-010;
 - (d) The name and street address of each general partner; and
 - (e) Any additional information required by this subchapter.

- (2) If the limited partnership elects to be a limited liability limited partnership, then the certificate shall contain a statement that the limited partnership elects to be a limited liability limited partnership.
- (3) A certificate of limited partnership may also contain any other matters but shall not vary from the provisions specified in KRS 362.2-110(2) in a manner inconsistent with that section.
- (4) Subject to subsection (2) of this section, if any provision of a partnership agreement is inconsistent with the filed certificate of limited partnership or with a filed statement of dissociation, cancellation, or change, or filed articles of conversion or merger, then:
 - (a) The partnership agreement prevails as to partners and transferees; and
 - (b) The filed certificate of limited partnership, statement of dissociation, cancellation, or change, or articles of conversion or merger prevail as to persons, other than partners and transferees, that reasonably rely on the filed record to their detriment.

Effective: January 1, 2011

History: Amended 2010 Ky. Acts ch. 151, sec. 105, effective January 1, 2011. --
Created 2006 Ky. Acts ch. 149, sec. 105, effective July 12, 2006.