

362.1-303 Statement of partnership authority. (Effective January 1, 2011)

- (1) A partnership may file a statement of partnership authority, which:
 - (a) Shall include:
 1. The name of the partnership, which shall comply with KRS 14A.3-010;
 2. The street address of its chief executive office and of one (1) office in this Commonwealth, if any;
 3. The names and mailing addresses of all of the partners or of an agent appointed and maintained by the partnership for the purpose of subsection (2) of this section;
 4. The names of the partners authorized to execute an instrument transferring real property held in the name of the partnership;
 5. The date any statement of qualification or statement of foreign qualification was previously filed by the partnership with the Secretary of State; and
 - (b) May state the authority, or limitations on the authority, of some or all of the partners to enter into other transactions on behalf of the partnership and any other matter.
- (2) The agent named in the statement of partnership authority pursuant to subsection (1)(a)3. of this section, if any, shall maintain a list of the names and mailing addresses of all of the partners and make it available to any person on written request for good cause shown.
- (3) If a filed statement of partnership authority is executed pursuant to KRS 362.1-105(3) and states the name of the partnership but does not contain all of the other information required by subsection (1) of this section, then the statement nevertheless operates with respect to a person not a partner as provided in subsections (4) and (5) of this section.
- (4) Except as otherwise provided in subsection (7) of this section, a filed statement of partnership authority supplements the authority of a partner to enter into transactions on behalf of the partnership as follows:
 - (a) Except for transfers of real property, a grant of authority contained in a filed statement of partnership authority is conclusive in favor of a person who gives value without notice to the contrary, so long as and to the extent that a limitation on that authority is not then contained in another filed statement. A filed cancellation of a limitation on authority revives the previous grant of authority.
 - (b) A grant of authority to transfer real property held in the name of the partnership contained in a certified copy of a filed statement of partnership authority recorded in the office for recording transfers of that real property is conclusive in favor of a person who gives value without having notice to the contrary, so long as and to the extent that a certified copy of a filed statement containing a limitation on that authority is not then of record in the office for recording transfers of that real property. The recording in the office for

recording transfers of that real property of a certified copy of a filed cancellation of a limitation on authority revives the previous grant of authority.

- (5) A person not a partner has knowledge of a limitation on the authority of a partner to transfer real property held in the name of the partnership if a certified copy of the filed statement containing the limitation on authority is of record in the office for recording transfers of that real property.
- (6) Except as otherwise provided in subsections (4) and (5) of this section and KRS 362.1-702 and 362.1-803, a person not a partner does not have notice of a limitation on the authority of a partner merely because the limitation is contained in a filed statement.
- (7) Unless earlier canceled, a filed statement of partnership authority is canceled by operation of law five (5) years after the date on which the statement, or the most recent amendment to the statement of partnership authority expressly extending its term for not more than five (5) years from the date of the amendment, was filed with the Secretary of State.

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History: Amended 2010 Ky. Acts ch. 151, sec. 129, effective January 1, 2011. --
Created 2006 Ky. Acts ch. 149, sec. 30, effective July 12, 2006.