

### **362.2-102 Definitions for subchapter.**

As used in this subchapter, unless the context otherwise requires:

- (1) "Certificate of limited partnership" means the certificate required by KRS 362.2-201 or filed under KRS 362.415 and includes the certificate as amended or restated;
- (2) "Contribution" means any benefit provided by a person to a limited partnership in order to become a partner or in the person's capacity as a partner;
- (3) "Debtor in bankruptcy" means a person that is the subject of:
  - (a) An order for relief under Title 11 of the United States Code or a comparable order under a successor statute of general application; or
  - (b) A comparable order under federal, state, or foreign law governing insolvency;
- (4) "Deliver" or "delivery" means any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and electronic transmission;
- (5) "Designated office" means:
  - (a) With respect to a limited partnership, the office that a limited partnership is required to designate and maintain under KRS 362.2-114; and
  - (b) With respect to a foreign limited partnership, its principal office;
- (6) "Distribution" means a transfer of money or other property from a limited partnership to a partner in the partner's capacity as a partner or to a transferee on account of a transferable interest owned by the transferee;
- (7) "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient;
- (8) "Entity" means a corporation, foreign corporation, not-for-profit corporation, profit and not-for-profit unincorporated associations, business or statutory trust, estate, partnership, limited partnership, trust, two (2) or more persons having a joint or common economic interest, and a state, national, or foreign government;
- (9) "Foreign limited partnership" means a partnership formed under the laws of a jurisdiction other than this Commonwealth and required by those laws to have one (1) or more general partners and one (1) or more limited partners and includes a foreign limited liability limited partnership;
- (10) "Foreign limited liability limited partnership" means a foreign limited partnership whose general partners have limited liability for the obligations of the foreign limited partnership under a provision similar to KRS 362.2-404(3);
- (11) "General partner" means:
  - (a) With respect to a limited partnership, a person that:
    1. Has been admitted as a general partner under KRS 362.2-401; or
    2. Was a general partner in a limited partnership when that limited partnership became subject to this subchapter under KRS 362.2-1204(1) and (2); and

- (b) With respect to a foreign limited partnership, a person that has rights, powers, and obligations similar to those of a general partner in a limited partnership;
- (12) "Limited liability limited partnership," except in the phrase "foreign limited liability limited partnership," means a limited partnership whose certificate of limited partnership states that the limited partnership is a limited liability limited partnership;
- (13) "Limited partner" means:
  - (a) With respect to a limited partnership, a person that:
    - 1. Has been admitted as a limited partner under KRS 362.2-301; or
    - 2. Was a limited partner in a limited partnership when that limited partnership became subject to this subchapter under KRS 362.2-1204(1) and (2); and
  - (b) With respect to a foreign limited partnership, a person that has rights, powers, and obligations similar to those of a limited partner in a limited partnership;
- (14) "Limited partnership," except in the phrases "foreign limited partnership" and "foreign limited liability limited partnership," means an entity, having one (1) or more general partners and one (1) or more limited partners, which is formed under this subchapter by two (2) or more persons or becomes subject to this subchapter under KRS 362.2-1204(1) and (2). The term includes a limited liability limited partnership;
- (15) "Name of record with the Secretary of State" means any real, fictitious, reserved, registered, or assumed name of an entity;
- (16) "Partner" means a limited partner or general partner;
- (17) "Partnership agreement" means the partners' agreement, oral, implied, in record form, or in any combination, concerning the limited partnership. The term includes the agreement as amended;
- (18) "Person" means an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, government, governmental subdivision, agency, or instrumentality, or any other legal or commercial entity;
- (19) "Principal office" means the office where the principal executive office of a limited partnership or foreign limited partnership is located, whether or not the office is located in this Commonwealth;
- (20) "Professional services" mean the personal services rendered by physicians, osteopaths, optometrists, podiatrists, chiropractors, dentists, nurses, pharmacists, psychologists, occupational therapists, veterinarians, engineers, architects, landscape architects, certified public accountants, public accountants, physical therapists, and attorneys;
- (21) "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form;
- (22) "Required information" means the information that a limited partnership is required to maintain under KRS 362.2-111;

- (23) "Sign" or "signature" includes any manual, facsimile, or conformed or electronic signature;
- (24) "State" means a State of the United States, the District of Columbia, the Commonwealth of Puerto Rico, or any territory or insular possession subject to the jurisdiction of the United States;
- (25) "Transfer" includes an assignment, conveyance, deed, bill of sale, lease, mortgage, security interest, encumbrance, gift, and transfer by operation of law;
- (26) "Transferable interest" means the partner's right to receive distributions; and
- (27) "Transferee" means a person to which all or part of a transferable interest has been transferred, whether or not the transferor is a partner.

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