

§1321. Formation of limited partnership; certificate of limited partnership

1. Certificate of limited partnership. In order for a limited partnership to be formed, a certificate of limited partnership must be delivered to the Secretary of State for filing. The certificate must state:

A. The name of the limited partnership, which must comply with section 1308; [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. The information required by Title 5, section 105, subsection 1; [PL 2007, c. 323, Pt. F, §8 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

C. The name and the street and mailing address of each general partner; [PL 2005, c. 543, Pt. C, §2 (NEW).]

D. Whether the limited partnership is a limited liability limited partnership; and [PL 2005, c. 543, Pt. C, §2 (NEW).]

E. Any additional information required by subchapter 11. [PL 2005, c. 543, Pt. C, §2 (NEW).] [PL 2007, c. 323, Pt. F, §8 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

2. Other matters. A certificate of limited partnership may also contain any other matters but may not vary or otherwise affect the provisions specified in section 1310, subsection 2 in a manner inconsistent with that section.

[PL 2005, c. 543, Pt. C, §2 (NEW).]

3. Formed when filed. If there has been substantial compliance with subsection 1, subject to section 1326, subsection 3 a limited partnership is formed when the Secretary of State files the certificate of limited partnership.

[PL 2005, c. 543, Pt. C, §2 (NEW).]

4. Inconsistencies between agreement and filed document. Subject to subsection 2, if any provision of a partnership agreement is inconsistent with the filed certificate of limited partnership or with a filed statement of dissociation, termination or change or filed articles of conversion or merger:

A. The partnership agreement prevails as to partners and transferees; and [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. The filed certificate of limited partnership, statement of dissociation, termination 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. [PL 2005, c. 543, Pt. C, §2 (NEW).]

[PL 2005, c. 543, Pt. C, §2 (NEW).]

SECTION HISTORY

PL 2005, c. 543, §C2 (NEW). PL 2007, c. 323, Pt. F, §8 (AMD). PL 2007, c. 323, Pt. G, §4 (AFF).

The State of Maine claims a copyright in its codified statutes. If you intend to republish this material, we require that you include the following disclaimer in your publication:

All copyrights and other rights to statutory text are reserved by the State of Maine. The text included in this publication reflects changes made through the Second Regular Session of the 131st Maine Legislature and is current through January 1, 2025. The text is subject to change without notice. It is a version that has not been officially certified by the Secretary of State. Refer to the Maine Revised Statutes Annotated and supplements for certified text.

The Office of the Revisor of Statutes also requests that you send us one copy of any statutory publication you may produce. Our goal is not to restrict publishing activity, but to keep track of who is publishing what, to identify any needless duplication and to preserve the State's copyright rights.

PLEASE NOTE: The Revisor's Office cannot perform research for or provide legal advice or interpretation of Maine law to the public. If you need legal assistance, please contact a qualified attorney.