

(127th General Assembly)
(Substitute House Bill Number 332)

AN ACT

To amend sections 111.16, 150.05, 1322.03, 1329.01, 1329.02, 1329.04, 1701.05, 1702.05, 1703.04, 1705.05, 1782.02, 1782.20, 1782.60, 2329.66, 4715.22, 4749.03, 5810.11, and 5815.35, to enact sections 1775.66, 1776.01 to 1776.08, 1776.10 to 1776.12, 1776.21 to 1776.24, 1776.31 to 1776.38, 1776.41 to 1776.58, 1776.61 to 1776.79, 1776.81 to 1776.89, 1776.91, 1776.92, 1776.95, 1776.96, 1777.07, 1779.12, 1782.64, and 2307.30, and to repeal, effective January 1, 2010, sections 1775.01, 1775.02, 1775.03, 1775.04, 1775.05, 1775.06, 1775.07, 1775.08, 1775.09, 1775.10, 1775.11, 1775.12, 1775.13, 1775.14, 1775.15, 1775.16, 1775.17, 1775.18, 1775.19, 1775.20, 1775.21, 1775.22, 1775.23, 1775.24, 1775.25, 1775.26, 1775.27, 1775.28, 1775.29, 1775.30, 1775.31, 1775.32, 1775.33, 1775.34, 1775.35, 1775.36, 1775.37, 1775.38, 1775.39, 1775.40, 1775.41, 1775.42, 1775.45, 1775.46, 1775.47, 1775.48, 1775.49, 1775.50, 1775.51, 1775.52, 1775.53, 1775.54, 1775.55, 1775.56, 1775.61, 1775.62, 1775.63, 1775.64, 1775.65, 1777.01, 1777.02, 1777.03, 1777.04, 1777.05, 1777.06, 1779.01, 1779.02, 1779.03, 1779.04, 1779.05, 1779.06, 1779.07, 1779.08, 1779.09, 1779.10, and 1779.11 of the Revised Code to adopt the Revised Uniform Partnership Act to be known as the "Ohio Uniform Partnership Act (1997)," to establish that on and after January 1, 2009, the act governs new partnerships and partnerships that elect to be governed by the act, to establish that effective January 1, 2010, the act governs all partnerships in Ohio, and to

establish that effective January 1, 2010, the existing Ohio Partnership Law no longer governs partnerships.

Be it enacted by the General Assembly of the State of Ohio:

SECTION 1. That sections 111.16, 150.05, 1322.03, 1329.01, 1329.02, 1329.04, 1701.05, 1702.05, 1703.04, 1705.05, 1782.02, 1782.20, 1782.60, 2329.66, 4715.22, 4749.03, 5810.11, and 5815.35 be amended and sections 1775.66, 1776.01, 1776.02, 1776.03, 1776.04, 1776.05, 1776.06, 1776.07, 1776.08, 1776.10, 1776.11, 1776.12, 1776.21, 1776.22, 1776.23, 1776.24, 1776.31, 1776.32, 1776.33, 1776.34, 1776.35, 1776.36, 1776.37, 1776.38, 1776.41, 1776.42, 1776.43, 1776.44, 1776.45, 1776.46, 1776.47, 1776.48, 1776.49, 1776.50, 1776.51, 1776.52, 1776.53, 1776.54, 1776.55, 1776.56, 1776.57, 1776.58, 1776.61, 1776.62, 1776.63, 1776.64, 1776.65, 1776.66, 1776.67, 1776.68, 1776.69, 1776.70, 1776.71, 1776.72, 1776.73, 1776.74, 1776.75, 1776.76, 1776.77, 1776.78, 1776.79, 1776.81, 1776.82, 1776.83, 1776.84, 1776.85, 1776.86, 1776.87, 1776.88, 1776.89, 1776.91, 1776.92, 1776.95, 1776.96, 1777.07, 1779.12, 1782.64, and 2307.30 of the Revised Code be enacted to read as follows:

Sec. 111.16. The secretary of state shall charge and collect, for the benefit of the state, the following fees:

(A) For filing and recording articles of incorporation of a domestic corporation, including designation of agent:

(1) Wherein the corporation shall not be authorized to issue any shares of capital stock, one hundred twenty-five dollars;

(2) Wherein the corporation shall be authorized to issue shares of capital stock, with or without par value:

(a) Ten cents for each share authorized up to and including one thousand shares;

(b) Five cents for each share authorized in excess of one thousand shares up to and including ten thousand shares;

(c) Two cents for each share authorized in excess of ten thousand shares up to and including fifty thousand shares;

(d) One cent for each share authorized in excess of fifty thousand shares up to and including one hundred thousand shares;

(e) One-half cent for each share authorized in excess of one hundred thousand shares up to and including five hundred thousand shares;

(f) One-quarter cent for each share authorized in excess of five hundred thousand shares; provided no fee shall be less than one hundred twenty-five

dollars or greater than one hundred thousand dollars.

(B) For filing and recording a certificate of amendment to or amended articles of incorporation of a domestic corporation, or for filing and recording a certificate of reorganization, a certificate of dissolution, or an amendment to a foreign license application:

(1) If the domestic corporation is not authorized to issue any shares of capital stock, fifty dollars;

(2) If the domestic corporation is authorized to issue shares of capital stock, fifty dollars, and in case of any increase in the number of shares authorized to be issued, a further sum computed in accordance with the schedule set forth in division (A)(2) of this section less a credit computed in the same manner for the number of shares previously authorized to be issued by the corporation; provided no fee under division (B)(2) of this section shall be greater than one hundred thousand dollars;

(3) If the foreign corporation is not authorized to issue any shares of capital stock, fifty dollars;

(4) If the foreign corporation is authorized to issue shares of capital stock, fifty dollars.

(C) For filing and recording articles of incorporation of a savings and loan association, one hundred twenty-five dollars; and for filing and recording a certificate of amendment to or amended articles of incorporation of a savings and loan association, fifty dollars;

(D) For filing and recording a certificate of conversion, including a designation of agent, a certificate of merger, or a certificate of consolidation, one hundred twenty-five dollars and, in the case of any new corporation resulting from a consolidation or any surviving corporation that has an increased number of shares authorized to be issued resulting from a merger, an additional sum computed in accordance with the schedule set forth in division (A)(2) of this section less a credit computed in the same manner for the number of shares previously authorized to be issued or represented in this state by each of the corporations for which a consolidation or merger is effected by the certificate;

(E) For filing and recording articles of incorporation of a credit union or the American credit union guaranty association, one hundred twenty-five dollars, and for filing and recording a certificate of increase in capital stock or any other amendment of the articles of incorporation of a credit union or the association, fifty dollars;

(F) For filing and recording articles of organization of a limited liability company, for filing and recording an application to become a registered foreign limited liability company, for filing and recording a registration

application to become a domestic limited liability partnership, or for filing and recording an application to become a registered foreign limited liability partnership, one hundred twenty-five dollars;

(G) For filing and recording a certificate of limited partnership or an application for registration as a foreign limited partnership, or for filing an initial statement of partnership authority pursuant to section 1776.33 of the Revised Code, one hundred twenty-five dollars.

(H) For filing a copy of papers evidencing the incorporation of a municipal corporation or of annexation of territory by a municipal corporation, five dollars, to be paid by the municipal corporation, the petitioners therefor, or their agent;

(I) For filing and recording any of the following:

(1) A license to transact business in this state by a foreign corporation for profit pursuant to section 1703.04 of the Revised Code or a foreign nonprofit corporation pursuant to section 1703.27 of the Revised Code, one hundred twenty-five dollars;

(2) A biennial report or biennial statement pursuant to section 1775.63, 1776.83, or 1785.06 of the Revised Code, twenty-five dollars;

(3) Except as otherwise provided in this section or any other section of the Revised Code, any other certificate or paper that is required to be filed and recorded or is permitted to be filed and recorded by any provision of the Revised Code with the secretary of state, twenty-five dollars.

(J) For filing any certificate or paper not required to be recorded, five dollars;

(K)(1) For making copies of any certificate or other paper filed in the office of the secretary of state, a fee not to exceed one dollar per page, except as otherwise provided in the Revised Code, and for creating and affixing the seal of the office of the secretary of state to any good standing or other certificate, five dollars. For copies of certificates or papers required by state officers for official purpose, no charge shall be made.

(2) For creating and affixing the seal of the office of the secretary of state to the certificates described in division (E) of section 1701.81, division (E) of section 1701.811, division (E) of section 1705.38, division (E) of section 1705.381, division (D) of section 1702.43, division (E) of section 1775.47, division (E) of section 1775.55, division (E) of section 1776.70, division (E) of section 1776.74, division (E) of section 1782.433, or division (E) of section 1782.4310 of the Revised Code, twenty-five dollars.

(L) For a minister's license to solemnize marriages, ten dollars;

(M) For examining documents to be filed at a later date for the purpose of advising as to the acceptability of the proposed filing, fifty dollars;

(N) Fifty dollars for filing and recording any of the following:

(1) A certificate of dissolution and accompanying documents, or a certificate of cancellation, under section 1701.86, 1702.47, 1705.43, 1776.65, or 1782.10 of the Revised Code;

(2) A notice of dissolution of a foreign licensed corporation or a certificate of surrender of license by a foreign licensed corporation under section 1703.17 of the Revised Code;

(3) The withdrawal of registration of a foreign or domestic limited liability partnership under section 1775.61 ~~or~~, 1775.64, 1776.81, or 1776.86 of the Revised Code, or the certificate of cancellation of registration of a foreign limited liability company under section 1705.57 of the Revised Code;

(4) The filing of a statement of denial under section 1776.34 of the Revised Code, a statement of dissociation under section 1776.57 of the Revised Code, a statement of disclaimer of general partner status under Chapter 1782. of the Revised Code, or a cancellation of disclaimer of general partner status under Chapter 1782. of the Revised Code.

(O) For filing a statement of continued existence by a nonprofit corporation, twenty-five dollars;

(P) For filing a restatement under section 1705.08 or 1782.09 of the Revised Code, an amendment to a certificate of cancellation under section 1782.10 of the Revised Code, an amendment under section 1705.08 or 1782.09 of the Revised Code, or a correction under section 1705.55, 1775.61, 1775.64, 1776.12, or 1782.52 of the Revised Code, fifty dollars;

(Q) For filing for reinstatement of an entity cancelled by operation of law, by the secretary of state, by order of the department of taxation, or by order of a court, twenty-five dollars;

(R) For filing a change of agent, resignation of agent, or change of agent's address under section 1701.07, 1702.06, 1703.041, 1703.27, 1705.06, 1705.55, 1746.04, 1747.03, or 1782.04 of the Revised Code, twenty-five dollars;

(S) For filing and recording any of the following:

(1) An application for the exclusive right to use a name or an application to reserve a name for future use under section 1701.05, 1702.05, 1703.31, 1705.05, or 1746.06 of the Revised Code, fifty dollars;

(2) A trade name or fictitious name registration or report, fifty dollars;

(3) An application to renew any item covered by division (S)(1) or (2) of this section that is permitted to be renewed, twenty-five dollars;

(4) An assignment of rights for use of a name covered by division (S)(1), (2), or (3) of this section, the cancellation of a name registration or

name reservation that is so covered, or notice of a change of address of the registrant of a name that is so covered, twenty-five dollars.

(T) For filing and recording a report to operate a business trust or a real estate investment trust, either foreign or domestic, one hundred twenty-five dollars; and for filing and recording an amendment to a report or associated trust instrument, or a surrender of authority, to operate a business trust or real estate investment trust, fifty dollars;

(U)(1) For filing and recording the registration of a trademark, service mark, or mark of ownership, one hundred twenty-five dollars;

(2) For filing and recording the change of address of a registrant, the assignment of rights to a registration, a renewal of a registration, or the cancellation of a registration associated with a trademark, service mark, or mark of ownership, twenty-five dollars.

(V) For filing a service of process with the secretary of state, five dollars, except as otherwise provided in any section of the Revised Code.

Fees specified in this section may be paid by cash, check, or money order, by credit card in accordance with section 113.40 of the Revised Code, or by an alternative payment program in accordance with division (B) of section 111.18 of the Revised Code. Any credit card number or the expiration date of any credit card is not subject to disclosure under Chapter 149. of the Revised Code.

Sec. 150.05. (A) The authority shall select, as program administrators, not more than two private, for-profit investment funds to acquire loans for the program fund and to invest money in the program fund as prescribed in the investment policy established or modified by the authority in accordance with sections 150.03 and 150.04 of the Revised Code. To be eligible for selection, an investment fund must be incorporated or organized under Chapter 1701., 1705., 1775., 1776., 1782., or 1783. of the Revised Code, must have an established business presence in this state, and must be capitalized in accordance with any state and federal laws applicable to the issuance or sale of securities.

The authority shall select program administrators only after soliciting and evaluating requests for proposals as prescribed in this section. The authority shall publish a notice of a request for proposals in newspapers of general circulation in this state once each week for two consecutive weeks before a date specified by the authority as the date on which it will begin accepting proposals. The notices shall contain a general description of the subject of the proposed agreement and the location where the request for proposals may be obtained. The request for proposals shall include all the following:

(1) Instructions and information to respondents concerning the submission of proposals, including the name and address of the office where proposals are to be submitted;

(2) Instructions regarding the manner in which respondents may communicate with the authority, including the names, titles, and telephone numbers of the individuals to whom such communications shall be directed;

(3) Description of the performance criteria that will be used to evaluate whether a respondent selected by the authority is satisfying the authority's investment policy;

(4) Description of the factors and criteria to be considered in evaluating respondents' proposals, the relative importance of each factor or criterion, and description of the authority's evaluation procedure;

(5) Description of any documents that may be incorporated by reference into the request for proposals, provided that the request specifies where such documents may be obtained and such documents are readily available to all interested parties.

After the date specified for receiving proposals, the authority shall evaluate submitted proposals. The authority may discuss a respondent's proposal with that respondent to clarify or revise a proposal or the terms of the agreement.

The authority shall choose for review proposals from at least three respondents the authority considers qualified to operate the program in the best interests of the investment policy adopted by the authority. If three or fewer proposals are submitted, the authority shall review each proposal. The authority may cancel a request for proposals at any time before entering into an agreement with a respondent. The authority shall provide respondents fair and equal opportunity for such discussions. The authority may terminate discussions with any respondent upon written notice to the respondent.

(B) After reviewing the chosen proposals, the authority may select not more than two such respondents and enter into a written agreement with each of the selected respondents, provided that at no time shall there be agreements with more than two persons.

The agreement shall do all of the following:

(1) Specify that borrowing and investing by the program administrator will be budgeted to guarantee that no tax credits will be granted during the first four years of the Ohio venture capital program, and will be structured to ensure that payments of principal, interest, or interest equivalent due in any fiscal year, when added to such payments due from any other program administrator, does not exceed twenty million dollars;

(2) Require investment by the program administrator or the fund

manager employed by the program administrator to be in compliance with the investment policy established or modified in accordance with sections 150.03 and 150.04 of the Revised Code that is in effect at the time the investment is made, and prohibit the program administrator or fund manager from engaging in any investment activities other than activities to carry out that policy;

(3) Require periodic financial reporting by the program administrator to the authority, which reporting shall include an annual audit by an independent auditor and such other financial reporting as is specified in the agreement or otherwise required by the authority for the purpose of ensuring that the program administrator is carrying out the investment policy;

(4) Specify any like standards or general limitations in addition to or in furtherance of investment standards or limitations that apply pursuant to division (H) of section 150.03 of the Revised Code;

(5) Require the program administrator to apply program fund revenue first to the payment of principal borrowed by the program administrator for investment under the program, then to interest related to that principal, and then to amounts necessary to cover the program administrator's pro rata share required under division (B)(9) of this section; and require the program administrator to pay the authority not less than ninety per cent of the amount by which program fund revenue attributable to investments under the program administrator's investment authority exceeds amounts so applied;

(6) Specify the procedures by which the program administrator shall certify immediately to the authority the necessity for the authority to issue tax credit certificates pursuant to contracts entered into under section 150.07 of the Revised Code;

(7) Specify any general limitations regarding the employment of a fund manager by the program administrator, in addition to an express limitation that the fund manager be a person with demonstrated, substantial, successful experience in the design and management of seed and venture capital investment programs and in capital formation. The fund manager may be, but need not be, an equity owner or affiliate of the program administrator.

(8) Specify the terms and conditions under which the authority or the program administrator may terminate the agreement, including in the circumstance that the program administrator or fund manager violates the investment policy;

(9) Require the program administrator or fund manager employed by the program administrator to provide capital in the form of a loan equal to one per cent of the amount of outstanding loans by lenders to the program fund. The loan from the program administrator or fund manager shall be on the

same terms and conditions as loans from other lenders, except that the loan from the program administrator or fund manager shall not be secured by the Ohio venture capital fund or tax credits available to other lenders under division (B) of section 150.04 of the Revised Code. Such capital shall be placed at the same risk as the proceeds from such loans. The program administrator shall receive a pro rata share of the net income, including net loss, from the investment of money from the program fund, but is not entitled to the security against losses provided under section 150.04 of the Revised Code.

Sec. 1322.03. (A) An application for a certificate of registration as a mortgage broker shall be in writing, under oath, and in the form prescribed by the superintendent of financial institutions. The application shall be accompanied by a nonrefundable application fee of three hundred fifty dollars for each location of an office to be maintained by the applicant in accordance with division (A) of section 1322.02 of the Revised Code; however, an applicant that is registered under sections 1321.51 to 1321.60 of the Revised Code shall not be required to pay an application fee. The application shall provide all of the following:

(1) The location or locations where the business is to be transacted and whether any location is a residence. If any location where the business is to be transacted is a residence, the application shall be accompanied by a certified copy of a zoning permit authorizing the use of the residence for commercial purposes, or shall be accompanied by a written opinion or other document issued by the county or political subdivision where the residence is located certifying that the use of the residence to transact business as a mortgage broker is not prohibited by the county or political subdivision. The application also shall be accompanied by a photograph of each location at which the business will be transacted.

(2)(a) In the case of a sole proprietor, the name and address of the sole proprietor;

(b) In the case of a partnership, the name and address of each partner;

(c) In the case of a corporation, the name and address of each shareholder owning five per cent or more of the corporation;

(d) In the case of any other entity, the name and address of any person that owns five per cent or more of the entity that will transact business as a mortgage broker.

(3) If the applicant is a partnership, corporation, limited liability company, or any other business entity or association, the applicant shall designate an employee or owner of the applicant as the applicant's operations manager. While acting as the operations manager, the employee

or owner shall not be employed by any other mortgage broker.

(4) Evidence that the sole proprietor or the person designated on the application pursuant to division (A)(3) of this section, as applicable, possesses at least three years of experience in the mortgage and lending field, which experience may include employment with or as a mortgage broker or with a financial institution, mortgage lending institution, or other lending institution, or possesses at least three years of other experience related specifically to the business of mortgage loans that the superintendent determines meets the requirements of division (A)(4) of this section;

(5) On or after January 1, 2007, evidence that the sole proprietor or the person designated on the application pursuant to division (A)(3) of this section has successfully completed either of the following:

(a) At least twenty-four hours of live classroom instruction in a course or program of study approved by the superintendent that consists of at least all of the following:

(i) Four hours of instruction concerning state and federal mortgage lending laws, which shall include no less than two hours on this chapter;

(ii) Four hours of instruction concerning the Ohio consumer sales practices act, Chapter 1345. of the Revised Code, as it applies to registrants and licensees;

(iii) Four hours of instruction concerning the loan application process;

(iv) Two hours of instruction concerning the underwriting process;

(v) Two hours of instruction concerning the secondary market for mortgage loans;

(vi) Four hours of instruction concerning the loan closing process;

(vii) Two hours of instruction covering basic mortgage financing concepts and terms;

(viii) Two hours of instruction concerning the ethical responsibilities of a registrant, including with respect to confidentiality, consumer counseling, and the duties and standards of care created in section 1322.081 of the Revised Code.

(b) Other post-secondary education related specifically to the business of mortgage loans that the superintendent determines meets the requirements of division (A)(5)(a) of this section.

Division (A)(5) of this section does not apply to any applicant who has an application on file with the division of financial institutions prior to January 1, 2007.

The evidence submitted by the applicant pursuant to division (A)(5) of this section may be in the form of transcripts or a statement indicating that the applicant has, and will maintain, transcripts at the applicant's place of

business for a period of five years for inspection by the superintendent at the superintendent's request.

(6) Evidence of compliance with the surety bond requirements of section 1322.05 of the Revised Code and with sections 1322.01 to 1322.12 of the Revised Code;

(7) In the case of a foreign business entity, evidence that it maintains a license or registration pursuant to Chapter 1703., 1705., 1775., 1776. 1777., 1782., or 1783. of the Revised Code to transact business in this state;

(8) A statement as to whether the applicant or, to the best of the applicant's knowledge, any shareholder, member, partner, operations manager, or employee of the applicant has been convicted of or pleaded guilty to any criminal offense involving theft, receiving stolen property, embezzlement, forgery, fraud, passing bad checks, money laundering, or drug trafficking, or any criminal offense involving money or securities;

(9) A statement as to whether the applicant or, to the best of the applicant's knowledge, any shareholder, member, partner, operations manager, or employee of the applicant has been subject to any adverse judgment for conversion, embezzlement, misappropriation of funds, fraud, misfeasance or malfeasance, or breach of fiduciary duty;

(10) Evidence that the applicant's operations manager has successfully completed the examination required under division (A) of section 1322.051 of the Revised Code;

(11) Any further information that the superintendent requires.

(B) Upon the filing of the application and payment of the application fee, the superintendent of financial institutions shall investigate the applicant as set forth in division (B) of this section.

(1) The superintendent shall request the superintendent of the bureau of criminal identification and investigation, or a vendor approved by the bureau, to conduct a criminal records check based on the applicant's fingerprints in accordance with division (A)(11) of section 109.572 of the Revised Code. Notwithstanding division (K) of section 121.08 of the Revised Code, the superintendent of financial institutions shall request that criminal record information from the federal bureau of investigation be obtained as part of the criminal records check. Any fee required under division (C)(3) of section 109.572 of the Revised Code shall be paid by the applicant.

(2) The superintendent shall conduct a civil records check.

(3) If, in order to issue a certificate of registration to an applicant, additional investigation by the superintendent outside this state is necessary, the superintendent may require the applicant to advance sufficient funds to

pay the actual expenses of the investigation, if it appears that these expenses will exceed three hundred fifty dollars. The superintendent shall provide the applicant with an itemized statement of the actual expenses that the applicant is required to pay.

(C) The superintendent shall pay all funds advanced and application and renewal fees and penalties the superintendent receives pursuant to this section and section 1322.04 of the Revised Code to the treasurer of state to the credit of the consumer finance fund created in section 1321.21 of the Revised Code.

(D) If an application for a certificate of registration does not contain all of the information required under division (A) of this section, and if that information is not submitted to the superintendent within ninety days after the superintendent requests the information in writing, the superintendent may consider the application withdrawn.

(E) A certificate of registration and the authority granted under that certificate is not transferable or assignable and cannot be franchised by contract or any other means.

(F) The registration requirements of this chapter apply to any person acting as a mortgage broker, and no person is exempt from the requirements of this chapter on the basis of prior work or employment as a mortgage broker.

Sec. 1329.01. (A) As used in sections 1329.01 to 1329.10 of the Revised Code:

(1) "Trade name" means a name used in business or trade to designate the business of the user and to which the user asserts a right to exclusive use.

(2) "Fictitious name" means a name used in business or trade that is fictitious and that the user has not registered or is not entitled to register as a trade name. It does not include the name of record of any domestic corporation that is formed under Chapter 1701. or 1702. of the Revised Code, any foreign corporation that is registered pursuant to Chapter 1703. of the Revised Code, any domestic or foreign limited liability company that is formed under or registered pursuant to Chapter 1705. of the Revised Code, any domestic or foreign limited partnership that is formed under or registered pursuant to Chapter 1782. of the Revised Code, or any domestic or foreign limited liability partnership that is formed under or registered pursuant to Chapter 1775. or 1776. of the Revised Code.

(3) "Person" includes any individual, general partnership, limited partnership, limited liability partnership, corporation, association, professional association, limited liability company, society, foundation,

federation, or organization formed under the laws of this state or any other state.

(B) Subject to sections 1329.01 to 1329.10 of the Revised Code, any person may register with the secretary of state, on a form prescribed by the secretary of state, any trade name under which the person is operating, setting forth all of the following:

(1) The name and business address of the applicant for registration and any of the following that is applicable:

(a) If the applicant is a general partnership, the ~~names~~ name and ~~residence addresses~~ address of ~~all of the partners~~ at least one partner or the identifying number the secretary of state assigns to the partnership pursuant to section 1776.05 of the Revised Code;

~~(b) If the applicant is a limited partnership existing prior to July 1, 1994, that has not registered with the secretary of state pursuant to Chapter 1782. of the Revised Code, the name of the Ohio county in which its certificate of limited partnership or application for registration as a foreign limited partnership is filed;~~

~~(c) If the applicant is a limited partnership to which division (B)(1)(b) of this section does not apply or is,~~ a corporation, professional association, limited liability company, or other entity, the form of the entity and the state under the laws of which it was formed.

(2) The trade name to be registered;

(3) The general nature of the business conducted by the applicant;

(4) The length of time during which the trade name has been used by the applicant in business operations in this state.

(C) The trade name application shall be signed by the applicant or by any authorized representative of the applicant.

A single trade name may be registered upon each trade name application submitted under sections 1329.01 to 1329.10 of the Revised Code.

The trade name application shall be accompanied by a filing fee of fifty dollars, payable to the secretary of state.

(D) Any person who does business under a fictitious name and who has not registered and does not wish to register the fictitious name as a trade name or who cannot do so because the name is not available for registration shall report the use of the fictitious name to the secretary of state, on a form prescribed by the secretary of state, setting forth all of the following:

(1) The name and business address of the user and any of the following that is applicable:

(a) If the user is a general partnership, the ~~names~~ name and ~~residence addresses~~ address of ~~all the partners~~ at least one partner or the identifying

number the secretary of state assigns to the partnership pursuant to section 1775.105 of the Revised Code;

~~(b) If the user is a limited partnership existing prior to July 1, 1994, that has not been registered with the secretary of state pursuant to Chapter 1782. of the Revised Code, the name of the Ohio county in which its certificate of limited partnership or application for registration as a foreign limited partnership is filed;~~

~~(c) If the user is a limited partnership to which division (D)(1)(b) of this section does not apply or is,~~ a corporation, professional association, limited liability company, or other entity, the form of the entity and the state under whose laws it was formed.

(2) The fictitious name being used;

(3) The general nature of the business conducted by the user.

(E) The report of use of a fictitious name shall be signed by the user or by any authorized representative of the user.

A single fictitious name may be registered upon each fictitious name report submitted under sections 1329.01 to 1329.10 of the Revised Code.

The fictitious name report shall be accompanied by a filing fee of fifty dollars, payable to the secretary of state.

A report under this division shall be made within thirty days after the date of the first use of the fictitious name.

Sec. 1329.02. (A) The secretary of state shall not file an application for the registration of any trade name if the application indicates or implies that the trade name is connected with a government agency of this state, another state, or the United States and the trade name is not so connected or if the application indicates or implies that the applicant is incorporated and the application is not incorporated. Additionally, the secretary of state shall not file an application for the registration of any trade name if it is not distinguishable upon the records in the office of the secretary of state from any other trade name previously registered under sections 1329.01 to 1329.03 of the Revised Code, any corporate name, whether nonprofit or for profit and whether that of a domestic corporation or of a foreign corporation authorized to do business in this state, the name of any limited liability company registered in the office of the secretary of state pursuant to Chapter 1705. of the Revised Code, whether domestic or foreign, the name of any limited liability partnership registered in the office of the secretary of state pursuant to Chapter 1775. or 1776. of the Revised Code, whether domestic or foreign, the name of any limited partnership registered in the office of the secretary of state pursuant to Chapter 1782. of the Revised Code, whether domestic or foreign, or any trademark, or service mark previously filed and

recorded in the office of the secretary of state and not abandoned, unless the written consent of the corporation, limited liability company, limited liability partnership, or limited partnership, or the person to whom is registered the exclusive right to use the trade name is filed in accordance with division (C) of section 1701.05 of the Revised Code with the application or the written consent of the former registrant of the trademark or service mark is filed with the application. The application for the registration of a trade name and the consent form shall be on a form prescribed by the secretary of state.

(B) The secretary of state shall determine for purposes of this section whether a name is distinguishable from another name in a manner consistent with the provisions of division (B) of section 1701.05 of the Revised Code.

Sec. 1329.04. Registration of a trade name or report of a fictitious name, under sections 1329.01 to 1329.10 of the Revised Code, shall be effective for a term of five years from the date of registration or report. Upon application filed within six months prior to the expiration of such term, on a form furnished by the secretary of state, the registration or report may be renewed at the end of each five-year period for a like term, provided that a general partnership shall renew its registration or report whenever ~~there has been a change in the listing of partners~~ any partner named on its registration or report ~~and a limited partnership shall renew its registration or report when a change occurs in the listing of its general partners on its registration or report~~ ceases to be a partner. Such a renewal shall extend the registration or report for five years, unless further changes occur in the interim. The renewal fee specified in division (S)(3) of section 111.16 of the Revised Code, payable to the secretary of state, shall accompany the application for renewal of the registration or report.

The secretary of state shall notify persons who have registered trade names or reported fictitious names, within the six months next preceding the expiration of the five years from the date of registration or report, of the necessity of renewal by writing to the last known address of such persons.

Sec. 1701.05. (A) Except as provided in this section, and in sections 1701.75, 1701.78, and 1701.82 of the Revised Code, which sections relate to the reorganization, merger, and consolidation of corporations, the corporate name of a domestic corporation shall comply with all of the following:

(1) It shall end with or include the word or abbreviation "company," "co.," "corporation," "corp.," "incorporated," or "inc."

(2) It shall be distinguishable upon the records in the office of the secretary of state from all of the following:

(a) The name of any other corporation, whether nonprofit or for profit

and whether that of a domestic or of a foreign corporation authorized to do business in this state;

(b) The name of any limited liability company registered in the office of the secretary of state pursuant to Chapter 1705. of the Revised Code, whether domestic or foreign;

(c) The name of any limited liability partnership registered in the office of the secretary of state pursuant to Chapter 1775. or 1776. of the Revised Code, whether domestic or foreign;

(d) The name of any limited partnership registered in the office of the secretary of state pursuant to Chapter 1782. of the Revised Code, whether domestic or foreign;

(e) Any trade name the exclusive right to which is at the time in question registered in the office of the secretary of state pursuant to Chapter 1329. of the Revised Code.

(3) It shall not contain any language that indicates or implies that the corporation is connected with a government agency of this state, another state, or the United States.

(B) The secretary of state shall determine for purposes of this section whether a name is "distinguishable" from another name upon the secretary of state's records. Without excluding other names that may not constitute distinguishable names in this state, a name is not considered distinguishable from another name for purposes of this section solely because it differs from the other name in only one or more of the following manners:

(1) The use of the word "corporation," "company," "incorporated," "limited," or any abbreviation of any of those words;

(2) The use of any article, conjunction, contraction, abbreviation, or punctuation;

(3) The use of a different tense or number of the same word.

(C) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the secretary of state's records from the name of any other corporation, limited liability company, limited liability partnership, or limited partnership, or from a registered trade name, if there also is filed in the office of the secretary of state, on a form prescribed by the secretary of state, the consent of the other entity or, in the case of a registered trade name, the person in whose name is registered the exclusive right to use the name, which consent is evidenced in a writing signed by any authorized officer or any authorized representative of the other entity or person.

(D) In case of judicial sale or judicial transfer, by sale or transfer of good will or otherwise, of the right to use the name of a corporation,

whether nonprofit or for profit, and whether that of a domestic corporation or of a foreign corporation authorized to exercise its corporate privileges in this state or to do business in this state, the secretary of state, at the instance of the purchaser or transferee of such right, shall accept for filing articles of a corporation with a name the same as or similar to the name of such other corporation, if there also is filed in the office of the secretary of state a certified copy of the decree or order of court confirming or otherwise evidencing the purchase or transfer.

(E) Any person who wishes to reserve a name for a proposed new corporation, or any corporation intending to change its name, may submit to the secretary of state a written application, on a form prescribed by the secretary of state, for the exclusive right to use a specified name as the name of a corporation. If the secretary of state finds that, under this section, the specified name is available for such use, the secretary of state shall file the application and, from the date of the filing, the applicant shall have the exclusive right for one hundred eighty days to use the specified name as the name of a corporation, counting the date of such filing as the first of one hundred eighty days. The right so obtained may be transferred by the applicant or other holder thereof by the filing in the office of the secretary of state of a written transfer, on a form prescribed by the secretary of state, stating the name and address of the transferee.

Sec. 1702.05. (A) Except as provided in this section and in sections 1702.41 and 1702.45 of the Revised Code, the secretary of state shall not accept for filing in the secretary of state's office any articles if the corporate name set forth in the articles is not distinguishable upon the secretary of state's records from any of the following:

(1) The name of any other corporation, whether a nonprofit corporation or a business corporation and whether that of a domestic or of a foreign corporation authorized to do business in this state;

(2) The name of any limited liability company registered in the office of the secretary of state pursuant to Chapter 1705. of the Revised Code, whether domestic or foreign;

(3) The name of any limited liability partnership registered in the office of the secretary of state pursuant to Chapter 1775. or 1776. of the Revised Code, whether domestic or foreign;

(4) The name of any limited partnership registered in the office of the secretary of state pursuant to Chapter 1782. of the Revised Code, whether domestic or foreign;

(5) Any trade name, the exclusive right to which is at the time in question registered in the office of the secretary of state pursuant to Chapter

1329. of the Revised Code.

(B) The secretary of state shall determine for purposes of this section whether a name is "distinguishable" from another name upon the secretary of state's records. Without excluding other names that may not constitute distinguishable names in this state, a name is not considered distinguishable from another name for purposes of this section solely because it differs from the other name in only one or more of the following manners:

(1) The use of the word "corporation," "company," "incorporated," "limited," or any abbreviation of any of those words;

(2) The use of any article, conjunction, contraction, abbreviation, or punctuation;

(3) The use of a different tense or number of the same word.

(C) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the secretary of state's records from the name of any other corporation, any limited liability company, limited liability partnership, or limited partnership, or from a registered trade name, if there also is filed in the office of the secretary of state, on a form prescribed by the secretary of state, the consent of the other entity, or, in the case of a registered trade name, the person in whose name is registered the exclusive right to use the name, which consent is evidenced in a writing signed by any authorized officer or authorized representative of the other entity or person.

(D) In case of judicial sale or judicial transfer, by sale or transfer of good will or otherwise, of the right to use the name of a nonprofit corporation or business corporation, whether that of a domestic corporation or of a foreign corporation authorized to exercise its corporate privileges in this state or to do business in this state, the secretary of state, at the instance of the purchaser or transferee of such right, shall accept for filing articles of a corporation with a name the same as or similar to the name of such other corporation, if there also is filed in the office of the secretary of state a certified copy of the decree or order of court confirming or otherwise evidencing the purchase or transfer.

(E) Any person who wishes to reserve a name for a proposed new corporation, or any corporation intending to change its name, may submit to the secretary of state a written application, on a form prescribed by the secretary of state, for the exclusive right to use a specified name as the name of a corporation. If the secretary of state finds that, under this section, the specified name is available for such use, the secretary of state shall file such application, and, from the date of such filing, such applicant shall have the exclusive right for one hundred eighty days to use the specified name as the

name of a corporation, counting the date of such filing as the first of the one hundred eighty days. The right so obtained may be transferred by the applicant or other holder of the right by the filing in the office of the secretary of state of a written transfer, on a form prescribed by the secretary of state, stating the name and address of the transferee.

Sec. 1703.04. (A) To procure a license to transact business in this state, a foreign corporation for profit shall file with the secretary of state a certificate of good standing or subsistence, dated not earlier than ninety days prior to the filing of the application, under the seal of the secretary of state, or other proper official, of the state under the laws of which said corporation was incorporated, setting forth:

- (1) The exact corporate title;
- (2) The date of incorporation;
- (3) The fact that the corporation is in good standing or is a subsisting corporation.

(B) To procure such a license, such corporation also shall file with the secretary of state an application in such form as the secretary of state prescribes, verified by the oath of any authorized officer of such corporation, setting forth, but not limited to:

- (1) The name of the corporation and, if its corporate name is not available, the trade name under which it will do business in this state;
- (2) The name of the state under the laws of which it was incorporated;
- (3) The location and complete address of its principal office;
- (4) The name of the county and the municipal corporation or township in which its principal office within this state, if any, is to be located;
- (5) The appointment of a designated agent and the complete address of such agent;
- (6) The irrevocable consent of such corporation to service of process on such agent so long as the authority of such agent continues and to service of process upon the secretary of state in the events provided for in section 1703.19 of the Revised Code;
- (7) A brief summary of the corporate purposes to be exercised within this state.

(C)(1) No such application for a license shall be accepted for filing if it appears that the name of the foreign corporation is prohibited by law or is not distinguishable upon the records in the office of the secretary of state from the name of any other corporation, whether nonprofit or for profit and whether that of a domestic corporation or of a foreign corporation authorized to transact business in this state, the name of a limited liability company registered in the office of the secretary of state pursuant to Chapter

1705. of the Revised Code, whether domestic or foreign, the name of any limited liability partnership registered in the office of the secretary of state pursuant to Chapter 1775. or 1776. of the Revised Code, whether domestic or foreign, the name of any limited partnership registered in the office of the secretary of state pursuant to Chapter 1782. of the Revised Code, whether domestic or foreign, or a trade name to which the exclusive right at the time in question is registered in the manner provided in Chapter 1329. of the Revised Code, unless there also is filed with the secretary of state, on a form prescribed by the secretary of state, the consent of the other entity or person to the use of the name, evidenced in a writing signed by any authorized officer of the other entity or authorized representative of the other person owning the exclusive right to the registered trade name.

(2) Notwithstanding division (C)(1) of this section, if an application for a license is not acceptable for filing solely because the name of the foreign corporation is not distinguishable from the name of another entity or registered trade name, the foreign corporation may be authorized to transact business in this state by filing with the secretary of state, in addition to those items otherwise prescribed by this section, a statement signed by an authorized officer directing the foreign corporation to make application for a license to transact business in this state under an assumed business name or names that comply with the requirements of this division and stating that the foreign corporation will transact business in this state only under the assumed name or names. The application for a license shall be on a form prescribed by the secretary of state.

Sec. 1705.05. (A) The name of a limited liability company shall include the words, "limited liability company," without abbreviation or shall include one of the following abbreviations: "LLC," "L.L.C.," "limited," "ltd.," or "ltd".

(B)(1) Except as provided in this section and in sections 1701.75, 1701.78, 1701.82, 1705.36, and 1705.37 of the Revised Code, the secretary of state shall not accept for filing in the secretary of state's office the articles of organization of a limited liability company if the company name set forth in the articles is not distinguishable on the records of the secretary of state from the name of any of the following:

(a) Any other limited liability company, whether the name is of a domestic limited liability company or of a foreign limited liability company registered as a foreign limited liability company under this chapter;

(b) Any corporation, whether the name is of a domestic corporation or of a foreign corporation holding a license as a foreign corporation under the laws of this state pursuant to Chapter 1701., 1702., or 1703. of the Revised

Code;

(c) Any limited liability partnership, whether the name is of a domestic limited liability partnership or a foreign limited liability partnership registered pursuant to Chapter 1775. or 1776. of the Revised Code;

(d) Any limited partnership, whether the name is of a domestic limited partnership or a foreign limited partnership registered pursuant to Chapter 1782. of the Revised Code;

(e) Any trade name to which the exclusive right, at the time in question, is registered in the office of the secretary of state pursuant to Chapter 1329. of the Revised Code.

(2) The secretary of state may accept for filing in the secretary of state's office the articles of organization of a limited liability company whose name set forth in the articles is not distinguishable on the records of the secretary of state from any trade name or the name of another limited liability company, corporation, limited liability partnership, or limited partnership if there also is filed in the secretary of state's office the consent of the other entity or, in the case of a registered trade name, the person in whose name is registered the exclusive right to the use of the particular name.

(C) A consent given by an entity or person in whose name is registered the exclusive right to use a trade name, to the use of a name by a limited liability company, shall be in the form of an instrument, prescribed by the secretary of state, that is signed by an authorized officer or other authorized representative of the consenting entity or person in whose name the trade name is registered.

(D) If a judicial sale or a judicial transfer by sale, transfer of good will, or otherwise involves the right to use the name of a domestic limited liability company or of a foreign limited liability company registered as a foreign limited liability company under this chapter, then, at the request of the purchaser or transferee of that right, the secretary of state shall accept for filing articles of organization of a limited liability company with a name that is the same as or similar to the name of the other limited liability company if there also is filed in the secretary of state's office a certified copy of the court order or decree that confirms or otherwise evidences the purchase or transfer.

(E) Any person that wishes to reserve a name for a proposed new limited liability company or any limited liability company that intends to change its name may submit to the secretary of state, on a form prescribed by the secretary of state, a written application for the exclusive right to use a specified name as the name of the company. If the secretary of state finds, consistent with this section, that the specified name is available for use, the

secretary of state shall file the application. From the date of the filing, the applicant has the exclusive right for one hundred eighty days to use the specified name as the name of the limited liability company, counting the date of the filing as the first of the one hundred eighty days. The right so obtained may be transferred by the applicant or other holder of the right by filing in the office of the secretary of state a written transfer, on a form prescribed by the secretary of state, that states the name and address of the transferee.

Sec. 1775.66. (A) This chapter does not govern any partnership on and after the first day of January, 2010.

(B) This chapter does not govern any partnership that is formed on or after the first day of January, 2009. Chapter 1776. of the Revised Code governs any partnership formed on or after that date.

(C) This chapter does not govern any partnership that elects to be governed by Chapter 1776. of the Revised Code pursuant to procedures in division (C) of section 1776.95 of the Revised Code, on and after the date the partnership elects to be governed by that chapter.

Sec. 1776.01. As used in this chapter:

(A) "Business" includes every trade, occupation, and profession.

(B) "Debtor in bankruptcy" means a person who is the subject of an order for relief under Title 11 of the United States Code, a comparable order under a successor statute of general application, or a comparable order under any federal, state, or foreign law governing insolvency.

(C) "Constituent" means in a merger or consolidation, the domestic or foreign entity that merges into another entity, the entity into which another entity is merged, or an existing entity consolidated along with another entity into a new entity.

(D) "Distribution" means a transfer of money or other property from a partnership to a partner in the partner's capacity as a partner, or to a transferee of the partner.

(E) "Domestic partnership" means a partnership formed under section 1776.22 of the Revised Code or a predecessor law.

(F) "Economic interest" means a partner's share of the profits and losses of a partnership and the partner's right to receive distributions.

(G) "Entity" means any of the following:

(1) A for-profit corporation existing under the laws of this state or any other state;

(2) Any of the following organizations existing under the laws of this state, the United States, or any other state:

(a) A business trust or association;

(b) A real estate investment trust;

(c) A common law trust;

(d) An unincorporated business or for-profit organization including a general or limited partnership;

(e) A limited liability company;

(f) A nonprofit corporation.

(H) "Foreign entity" means an entity formed under the laws of another state.

(I) "Foreign limited liability partnership" means a partnership formed under laws other than the laws of this state and that has the status of a limited liability partnership under those laws.

(J) "Limited liability partnership" means a partnership that files a statement of qualification under section 1776.81 of the Revised Code and does not have a similar statement in effect in any other jurisdiction.

(K) "Liquidating trustee" means a person other than a partner, who carries out the winding up of a partnership.

(L) "Partner" means a person admitted to a partnership as a partner.

(M) "Partnership" means an association of two or more persons to carry on as co-owners a business for-profit formed under section 1776.22 of the Revised Code, a predecessor law, or a comparable law of another jurisdiction.

(N) "Partnership agreement" means the agreement among the partners concerning the partnership, whether written, oral, or implied. A partnership is not required to execute its partnership agreement. A partnership agreement includes amendments to the partnership agreement. A partnership is bound by its partnership agreement irrespective of whether the partnership executes the agreement.

(O) "Partnership at will" means a partnership in which the partners have not agreed to remain partners until the expiration of a definite term or the completion of a particular undertaking.

(P) "Partnership interest" or "partner's interest in the partnership" means all of a partner's interests in the partnership, including the partner's economic interest and all management and other rights.

(Q) "Person" means an individual, corporation whether nonprofit or for-profit, business trust, estate, trust, partnership, limited liability company, association, joint venture, government, governmental subdivision, agency, or instrumentality, or any other legal or commercial entity in its own or any representative capacity, in each case whether domestic or foreign.

(R) "Property" means all property, real, personal, or mixed, tangible or intangible, or any interest therein.

(S) "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, except that as used in sections 1776.68 to 1776.75 of the Revised Code, "state" means the United States, any state, territory, insular possession or other political subdivision of the United States, including the District of Columbia, any foreign country or nation, and any province, territory, or other political subdivision of a foreign country or nation.

(T) "Statement" means a statement of correction or corrected statement under section 1776.12 of the Revised Code, a statement of partnership authority under section 1776.33 of the Revised Code, a statement of denial under section 1776.34 of the Revised Code, a statement of dissociation under section 1776.57 of the Revised Code, a statement of dissolution under section 1776.65 of the Revised Code, a certificate of merger or a certificate of consolidation under section 1776.70 of the Revised Code, a certificate of conversion under section 1776.74 of the Revised Code, a statement of qualification under section 1776.81 of the Revised Code, a statement of foreign qualification under section 1776.86 of the Revised Code, or an amendment or cancellation of any of the foregoing. All statements shall be on forms the secretary of state prescribes.

(U) "Surviving" means, as applied to an entity, the constituent entity that is specified as the entity into which one or more other constituent entities are to be or have been merged.

(V) "Transfer" includes an assignment, conveyance, lease, mortgage, deed, and encumbrance.

(W) "Tribunal" means a court, or if provided in the partnership agreement or otherwise agreed, an arbitrator, arbitration panel, or other tribunal.

Sec. 1776.02. (A) A person knows a fact if the person has actual knowledge of the fact.

(B) A person has notice of a fact if the person knows of it, has received a notification of the fact, or has reason to know the fact exists from all of the facts known to the person at the time in question.

(C) A person notifies or gives notification to another person by taking steps reasonably required to inform the other person in ordinary course, whether or not the other person learns of that notification.

(D) A person receives a notification when the notification comes to the person's attention or is delivered at the person's place of business or at any other place the person holds out as a place for receiving communications.

(E)(1) Except as otherwise provided in division (F) of this section, a

person other than an individual knows, has notice, or receives a notification of a fact for purposes of a particular transaction when the individual conducting the transaction knows, has notice, or receives a notification of the fact, or in any event, when the fact would have been brought to the individual's attention if the person had exercised reasonable diligence.

(2) A person exercises reasonable diligence if the person maintains reasonable routines for communicating significant information to the individual conducting the transaction and there is reasonable compliance with the routines. Reasonable diligence does not require an individual acting for the person to communicate information unless the communication is part of the individual's regular duties or the individual has reason to know of the transaction and that the transaction would be materially affected by the information.

(F) A partner's knowledge, notice, or receipt of a notification of a fact relating to the partnership is effective immediately as knowledge by, notice to, or receipt of a notification by the partnership, except in the case of a fraud on the partnership committed by or with the consent of that partner.

Sec. 1776.03. (A) Except as otherwise provided in division (B) of this section, the partnership agreement governs relations among the partners and between the partners and the partnership. To the extent the partnership agreement does not otherwise provide, this chapter governs relations among the partners and between the partners and the partnership.

(B) The partnership agreement may not do any of the following:

(1) Vary the rights and duties under section 1776.05 of the Revised Code except to eliminate the duty to provide copies of statements to all of the partners;

(2) Unreasonably restrict the right of access to books and records under division (B) of section 1776.43 of the Revised Code;

(3) Eliminate the duty of loyalty under division (B) of section 1776.44 of the Revised Code or division (B)(3) of section 1776.53 of the Revised Code, but the partnership agreement may identify specific types or categories of activities that do not violate the duty of loyalty, if not manifestly unreasonable, and all of the partners or a number or percentage specified in the partnership agreement may authorize or ratify, after full disclosure of all material facts, a specific act or transaction that otherwise would violate the duty of loyalty;

(4) Unreasonably reduce the duty of care under division (C) of section 1776.44 of the Revised Code or division (B)(3) of section 1776.53 of the Revised Code;

(5) Eliminate the obligation of good faith and fair dealing under division

(D) of section 1776.44 of the Revised Code, but the partnership agreement may prescribe the standards by which the performance of the obligation is to be measured, if the standards are not manifestly unreasonable;

(6) Vary the power to dissociate as a partner under division (A) of section 1776.52 of the Revised Code, except to require the notice under division (A) of section 1776.51 of the Revised Code to be in writing;

(7) Vary the right of a tribunal to expel a partner in the events specified in division (E) of section 1776.51 of the Revised Code;

(8) Vary the requirement to wind up the partnership business in cases specified in division (D), (E), or (F) of section 1776.61 of the Revised Code;

(9) Vary the law applicable to a limited liability partnership under division (B) of section 1776.06 of the Revised Code;

(10) Restrict rights of third parties under this chapter.

Sec. 1776.04. (A) Unless displaced by particular provisions of this chapter, the principles of law and equity supplement this chapter.

(B) If an obligation to pay interest under this chapter does not specify a rate of interest, the rate is that specified in section 1343.03 of the Revised Code.

(C) No partnership and no person acting on behalf of a partnership shall interpose the defense or make the claim of usury in any action or proceeding upon, or with reference to, any obligation of that partnership. The notes, bonds, other evidences of indebtedness, mortgages, pledges, and deeds of trust of a partnership shall not be set aside, impaired, or adjudged invalid by reason of anything contained in any laws prohibiting or otherwise pertaining to usury or regulating interest rates.

(D) No obligation of a partner to a partnership arising under a partnership agreement or a separate agreement or writing, and no note, instruction, or other writing evidencing any such obligation of a partner, is subject to the defense of usury, and no partner shall interpose the defense of usury with respect to any such obligation in any action.

Sec. 1776.05. (A) A statement may be filed in the office of the secretary of state. A certified copy of a statement that is filed in an office in another state may be filed in the office of the secretary of state provided that it is accompanied by a form the secretary of state prescribes for that purpose. Either filing has the effect provided in this chapter with respect to partnership property located in, or transactions that occur in, this state.

(B) A certified copy of a statement filed in the office of the secretary of state and recorded in the office of a county recorder in this state has the effect provided for recorded statements in this chapter with respect to real property in the county in which recorded. A recorded statement that is not a

certified copy of a statement filed in the office of the secretary of state does not have the effect provided for recorded statements in this chapter.

(C) At least one partner or one person the partnership authorizes shall execute any statement a partnership files. A partner, a person the partnership authorizes, or other person this chapter authorizes shall execute other statements. An individual who executes a statement shall personally declare, under penalty of perjury, that the contents of the statement are accurate.

(D) A person authorized by this chapter to file a statement may amend or cancel the statement by filing an amendment or cancellation that names the partnership, identifies the statement, and states the substance of the amendment or cancellation.

(E) A person who files a statement pursuant to this chapter shall promptly send a copy of that statement to every nonfiling partner and to any other person named as a partner in the statement. Failure to send a copy of a statement to a partner or other person does not limit the effectiveness of the statement as to a person not a partner.

(F) The secretary of state may collect a fee for filing a statement or providing a certified copy of a statement. The county recorder may collect a fee for recording a statement.

(G) When a partnership files its first statement with the secretary of state, the secretary of state shall assign a unique identifying number to that partnership. Whenever a person files a statement relating to a partnership to which the secretary of state has assigned an identifying number or files a statement with a county recorder, the statement shall include the identifying number assigned to the partnership.

Sec. 1776.06. (A) Except as otherwise provided in this section, the law of the jurisdiction in which a partnership has its chief executive office governs relations among the partners and between the partners and the partnership.

(B) The law of this state governs relations among the partners and between the partners and the partnership, and the liability of partners for an obligation, of a limited liability partnership.

(C) The law of this state governs relations among the partners and between the partners and the partnership of any partnership other than a limited liability partnership if the partnership agreement, by its terms, provides that the laws of this state govern the partnership agreement.

(D) The laws of a specified jurisdiction other than this state govern the relations among the partners and between the partners and the partnership of any partnership other than a limited liability partnership, if the partnership agreement, by its terms, provides that the laws of that jurisdiction govern the

partnership agreement and that jurisdiction allows that election.

(E) A partnership governed by this chapter is subject to any amendment to or repeal of any or all of the sections in this chapter.

Sec. 1776.07. (A) Any partnership that maintains an effective statement of partnership authority under section 1776.33 of the Revised Code shall maintain continuously in this state an agent for service of process on the partnership. The agent shall be an individual who is a resident of this state, a domestic corporation, or a foreign corporation holding a license as a foreign corporation under the laws of this state.

(B) The secretary of state shall not accept an original statement of partnership authority for filing unless the statement of partnership authority includes a written appointment of an agent as this section requires and a written acceptance of the appointment signed by the designated agent.

(C) If an agent dies, resigns, or moves outside of this state, the partnership shall appoint forthwith another agent and file with the secretary of state an amendment to its statement of partnership authority appointing a new agent and including a written acceptance of the appointment that is signed by the designated agent.

(D) If the address of an agent changes from that stated in the records of the secretary of state, the partnership forthwith shall file with the secretary of state an amendment to its statement of partnership authority setting forth the new address.

(E) An agent may resign by filing a written and signed notice of resignation with the secretary of state on a form the secretary prescribes and mailing a copy of that notice to the partnership. The agent shall mail the copy of the notice to the partnership at the current or last known address of its principal office on or prior to the date that the agent files the notice with the secretary of state. The notice shall include the name of the partnership, the name and current address of the agent, the current or last known address, including the street and number or other particular description, of the partnership's principal office, a statement of the resignation of the agent, and a statement that a copy of the notice was provided to the partnership within the time and in the manner specified in this division. The resigning agent's authority terminates thirty days after filing the notice with the secretary of state.

(F) A partnership may revoke the appointment of its agent by filing with the secretary of state an amendment to its statement of partnership authority indicating that the appointment of the former agent is revoked and that a new agent is appointed. A written acceptance signed by the new designated agent shall accompany the filing.

(G)(1) Any legal process, notice, or demand required or permitted by law to be served upon a partnership with an effective statement of partnership authority may be served upon the partnership as follows:

(a) If its agent is an individual, by delivering a copy of the process, notice, or demand to the agent:

(b) If its agent is a corporation, by delivering a copy of the process, notice, or demand to the address of the agent in this state as contained in the records of the secretary of state.

(2)(a) If its agent cannot be found or no longer has the address stated in the records of the secretary of state or the partnership has failed to maintain an agent as this section requires, and the party, agent, or representative that desires service files with the secretary of state an affidavit stating that one of those circumstances exists and the most recent address of the partnership ascertained after a diligent search, then service upon the secretary of state as the agent of the partnership may be initiated by delivering to the secretary of state four copies of the process, notice, or demand accompanied by a fee of not less than five and not more than seven dollars, as determined by the secretary of state.

(b) The secretary of state forthwith shall give notice of that delivery to the partnership at either its principal office as shown upon the secretary of state's records or at any different address specified in the affidavit of the party desiring service and shall forward to the partnership at either address by certified mail, return receipt requested, a copy of the process, notice, or demand.

(c) Service upon the partnership is made when the secretary of state gives the notice and forwards the process, notice, or demand as set forth in division (G)(2) of this section.

(H) The secretary of state shall keep a record of each process, notice, and demand that pertains to a partnership and that is delivered to the secretary of state's office under this section or another law of this state that authorizes service upon the secretary of state in connection with a partnership. In that record, the secretary shall record the time of each delivery of that type and the secretary's subsequent action with respect to the process, notice, or demand.

(I) Nothing in this section limits or affects the right to serve process in any other manner now or hereafter provided by law. This section is an extension of, and not a limitation upon, the right otherwise existing of service of legal process.

Sec. 1776.08. (A) Service of legal process upon any partnership that has not filed a statement of partnership authority in this state and that is formed

under the laws of this state or doing business in this state may be made by delivering a copy personally to any partner doing business in this state or by leaving it at a partner's dwelling house or usual place of abode in this state or at a place of business of the partnership in this state.

(B) Nothing in this section limits or affects the right to serve process in any other manner now or hereafter provided by law. This section is an extension of, and not a limitation upon, the right otherwise existing of service of legal process.

Sec. 1776.10. (A)(1) A partner or a liquidating trustee of a partnership that is formed under the laws of this state or that is doing business in this state may be served with process in the manner this section prescribes in all civil actions or proceedings brought in this state involving or relating to the business of the partnership or a violation by the partner or the liquidating trustee of a duty to the partnership or any partner of the partnership, whether or not the partner or the liquidating trustee is a partner or a liquidating trustee at the time suit is commenced.

(2) A person who is a partner or liquidating trustee on the date on which this chapter first applies to the partnership pursuant to division (C) of section 1776.95 of the Revised Code, or who thereafter becomes a partner or a liquidating trustee of a partnership, thereby consents to the appointment of each partner who has signed a statement of partnership authority under section 1776.33 of the Revised Code, and any agent named in a statement of partnership authority under section 1776.33 of the Revised Code, as that person's agent upon whom service of process may be made. Any process so served shall be of the same legal force and validity as if served upon the partner or liquidating trustee within this state.

(B) In a written partnership agreement or other writing, a partner may consent to be subject to the nonexclusive jurisdiction of the courts of, or arbitration in, a specified jurisdiction, or the exclusive jurisdiction of the courts of this state, or the exclusivity of arbitration in a specified jurisdiction or this state, and to be served with legal process in the manner prescribed in the partnership agreement or other writing.

(C) Nothing in this section limits or affects the right to serve process in any other manner now or hereafter provided by law. This section is an extension of, and not a limitation upon, the right otherwise existing of service of legal process.

Sec. 1776.11. (A) Any person who is adversely affected by the failure or refusal of a person to execute a statement as this chapter requires may petition the court of common pleas to direct the execution of that statement. If the court finds that the execution of the statement is proper and that a

person has failed or refused to execute that statement as designated, the court shall order the secretary of state to file that statement.

(B) Any person who is adversely affected by the failure or refusal of another person to execute a partnership agreement or amendment when that person is designated to do so may petition the court of common pleas to direct the execution of the partnership agreement or amendment. If the court finds that the partnership agreement or amendment should be executed and that a designated person has failed or refused to do so, the court shall enter an order granting appropriate relief.

Sec. 1776.12. (A) Any statement filed with the secretary of state pursuant to this chapter that is an inaccurate record of the action referred to in the statement, or that was defectively or erroneously executed, may be corrected by filing a statement of correction with the secretary of state. The statement of correction shall specify the inaccuracy or defect to be corrected, set forth the inaccurate or defective portion of the statement in corrected form, and be executed and filed as this chapter requires. The statement of correction is effective as of the date the original statement was filed, except as to persons who are substantially and adversely affected by the correction, for whom the statement of correction is effective from its filing date.

(B) In lieu of filing a statement of correction as division (A) of this section describes, a statement may be corrected by executing and filing a corrected statement with the secretary of state in the same manner as an original statement, and paying a fee equal to the fee payable for an original statement. The corrected statement shall specify in its heading that it is a corrected statement, specify the inaccuracy or defect to be corrected, and set forth the entire statement in corrected form. A statement corrected in accordance with this division is effective as of the date the original statement was filed, except as to those who are substantially and adversely affected by the correction, for whom the corrected statement is effective from its filing date.

Sec. 1776.21. (A) A partnership is an entity distinct from its partners.

(B) A limited liability partnership continues to be the same entity that existed before the filing of a statement of qualification under section 1776.81 of the Revised Code.

(C) Except as otherwise provided in the Revised Code or the partnership agreement, a partnership formed under this chapter has authority to engage in any activity in which a domestic corporation or a domestic limited liability company may lawfully engage and has the powers of a domestic corporation or domestic limited liability company.

Sec. 1776.22. (A) Except as otherwise provided in division (B) of this section, any association of two or more persons to carry on as co-owners a business for-profit forms a partnership, whether or not the persons intend to form a partnership.

(B) An association formed under a statute not included in this chapter, a predecessor statute, or a comparable statute of another jurisdiction is not a partnership under this chapter.

(C) In determining whether a partnership is formed, the following rules apply:

(1) Holding property in joint tenancy, tenancy in common, tenancy by the entireties, joint property, common property, or part ownership does not by itself establish a partnership, even if the co-owners share profits made by the use of the property.

(2) The sharing of gross returns does not by itself establish a partnership, even if the persons sharing the returns have a joint or common right or interest in property from which the returns are derived.

(3) A person who receives a share of the profits of a business is presumed to be a partner in the business, unless the profits were received in payment for any of the following:

(a) A debt by installments or otherwise;

(b) Services as an independent contractor or wages or other compensation to an employee;

(c) Rent;

(d) An annuity or other retirement or health benefit to a beneficiary, representative, or designee of a deceased or retired partner;

(e) Interest or other charge on a loan, even if the amount of payment varies with the profits of the business, including a direct or indirect present or future ownership of the collateral, or rights to income, proceeds, or increase in value derived from the collateral;

(f) The sale of the goodwill of a business or other property by installments or otherwise.

Sec. 1776.23. (A) Property acquired by a partnership is property of the partnership and not the property of the partners individually.

(B) Property is partnership property if the property is acquired in the name of either of the following:

(1) The partnership;

(2) One or more partners when the instrument transferring title to the property indicates that the transferee holds the property in the capacity as a partner, or that a partnership exists but without an indication of the name of the partnership.

(C) Property is acquired in the name of the partnership by a transfer to either of the following:

(1) The partnership in its name;

(2) One or more partners in their capacity as partners in the partnership, if the name of the partnership is indicated in the instrument transferring title to the property.

(D) Property is presumed to be partnership property if purchased with partnership assets, even if it is not acquired as described in division (B) of this section.

(E) Property acquired in the name of one or more of the partners, when there is no indication in the instrument transferring title to the property of the person's capacity as a partner or of the existence of a partnership and without the use of partnership assets, is presumed to be separate property, even if used for partnership purposes.

Sec. 1776.24. (A) The contribution of a partner may be in cash, property, or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services.

(B) A partner is obligated to the partnership to perform any promise to contribute cash, property, or services even if the partner is unable to perform because of death, disability, or any other reason. If a partner does not make the required contribution of property or services, the partner is obligated, at the option of the partnership, to contribute cash equal to the value of the contribution that has not been made. The foregoing option is in addition to, and not in lieu of, any other rights, including the right to specific performance, that the partnership may have against a partner under the partnership agreement or applicable law.

(C) A partnership agreement may provide that the partnership interest of any partner who fails to make any required contribution is subject to specified penalties for, or specified consequences of, that failure. The penalty or consequence may take the form of reducing or eliminating the defaulting partner's interest in the partnership, subordinating the partner's partnership interest to that of nondefaulting partners, a forced sale of the partner's partnership interest, forfeiture of the partner's partnership interest, the lending by other partners of the amount necessary to meet the partner's commitment, a fixing of the value of the partner's partnership interest by appraisal or by formula and the redemption or sale of the partner's partnership interest at that value, or any other penalty or consequence.

Sec. 1776.31. Both of the following govern the acts of a partner, subject to any statement of partnership authority under section 1776.33 of the Revised Code:

(A) Each partner is an agent of the partnership for the purpose of its business. An act of a partner, including the execution of an instrument in the partnership name, for apparently carrying on in the ordinary course the partnership business or business of the kind carried on by the partnership binds the partnership, unless the partner had no authority to act for the partnership in the particular matter and the person with whom the partner was dealing knew or had received a notification that the partner lacked authority.

(B) An act of a partner that is not apparently for carrying on in the ordinary course the partnership business or business of the kind the partnership carries on binds the partnership only if the act was authorized by the other partners.

Sec. 1776.32. (A) Partnership property may be transferred as follows:

(1) Partnership property held in the name of the partnership may be transferred by an instrument of transfer a partner executes in the partnership name, subject to any statement of partnership authority under section 1776.33 of the Revised Code.

(2) Partnership property held in the name of one or more partners, when the instrument transferring the property to them indicates their capacity as partners or of the existence of a partnership but does not indicate the name of the partnership, may be transferred by an instrument of transfer executed by the persons in whose name the property is held.

(3) Partnership property held in the name of one or more persons other than the partnership, without an indication in the instrument transferring the property to them of their capacity as partners or of the existence of a partnership, may be transferred by an instrument of transfer executed by the persons in whose name the property is held.

(B) A partnership may recover partnership property from a transferee only if it proves that the execution of the instrument of initial transfer did not bind the partnership under section 1776.31 of the Revised Code and that either of the following is true:

(1) A subsequent transferee who gave value for property transferred under division (A)(1) or (2) of this section knew or had received a notification that the person who executed the instrument of initial transfer lacked authority to bind the partnership;

(2) A transferee who gave value for property transferred under division (A)(3) of this section, knew or had received a notification that the property was partnership property and the person who executed the instrument of initial transfer lacked authority to bind the partnership.

(C) A partnership may not recover partnership property from a

subsequent transferee if, under division (B) of this section, the partnership would not have been entitled to recover the property from any earlier transferee of the property.

(D) If a person holds all interests of all partners in the partnership, all of the partnership property vests in that person. The person may execute a document in the name of the partnership to evidence vesting of the property in that person and may file or record the document.

Sec. 1776.33. (A)(1) A partnership may file a statement of partnership authority. Any statement filed pursuant to this section shall include all of the following:

(a) The name of the partnership;

(b) The street address of the partnership's chief executive office and that of one office in this state, if an office exists in this state;

(c) The names and mailing addresses of all of the partners or of an information agent the partnership appoints and maintains for the purpose of division (B) of this section;

(d) The name and address of the agent for service of process and the signed acceptance of appointment, as section 1776.07 of the Revised Code requires.

(2) Any statement filed pursuant to this section may state the names of the partners authorized to execute an instrument transferring real property held in the name of the partnership, the authority, including any limitations, that some or all of the partners have to enter into other transactions on behalf of the partnership, and any other matter.

(B) If a filed statement of partnership authority names an agent, that agent shall maintain a list of the names and mailing addresses of all of the partners and make the list available to any person on request for good cause shown.

(C) If a filed statement of partnership authority is executed pursuant to division (C) of section 1776.05 of the Revised Code and states the name of the partnership but does not contain all of the other information division (A) of this section requires, that statement shall operate as provided in divisions (D) and (E) of this section with respect to a person not a partner.

(D) Except as otherwise provided in division (G) 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:

(1) Except for transfers of real property, a grant of authority contained in a filed statement of partnership authority is conclusive in favor of any person who gives value without knowledge to the contrary, so long as, and to the extent that, another filed statement does not contain a limitation on

that authority. A filed cancellation of a limitation on authority revives the previous grant of authority.

(2) A grant of authority to transfer real property held in the name of the partnership that is contained in a certified copy of a filed statement of partnership authority recorded in the office of a county recorder, is conclusive as to real property in the county where the statement is recorded, in favor of a person who gives value without knowledge 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 of record in the same office. Recording a certified copy of a filed cancellation of a limitation on authority in the office of a county recorder revives the previous grant of authority filed in that office.

(E) A person not a partner is deemed to know of a limitation of a partner's authority 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.

(F) Except as otherwise provided in divisions (D) and (E) of this section and sections 1776.57 and 1776.65 of the Revised Code, a person not a partner is not deemed to know of a limitation on the authority of a partner merely because the limitation is contained in a filed statement.

(G) Unless earlier canceled, a filed statement of partnership authority is canceled by operation of law five years after the date on which the statement, or the most recent amendment, is filed with the secretary of state.

Sec. 1776.34. A partner, or other person that a filed statement of partnership authority names as a partner or included in a list an agent maintains pursuant to division (B) of section 1776.33 of the Revised Code, may file a statement of denial stating the name of the partnership and the fact that is being denied, which may include denial of a person's authority or status as a partner. A statement of denial is a limitation on authority under divisions (D) and (E) of section 1776.33 of the Revised Code.

Sec. 1776.35. (A) A partnership is liable for loss or injury caused to a person or for a penalty incurred as a result of a wrongful act or omission, or other actionable conduct, of a partner acting in the ordinary course of business of the partnership or with authority of the partnership.

(B) A partnership is liable for the loss if, in the course of the partnership's business or while acting with authority of the partnership, a partner receives or causes the partnership to receive money or property of a person not a partner, and a partner misapplies the money or property.

Sec. 1776.36. (A) Except as otherwise provided in divisions (B) and (C)

of this section, all partners are liable jointly and severally for all obligations of the partnership unless otherwise agreed by the claimant or provided by law.

(B) A person admitted as a partner into an existing partnership is not personally liable for any partnership obligation incurred before the person's admission as a partner.

(C) An obligation of a partnership incurred while the partnership is a limited liability partnership, whether arising in contract, tort, or otherwise, is solely the obligation of the partnership. A partner is not personally liable, directly or indirectly, by way of contribution or otherwise, for such an obligation solely by reason of being or acting as a partner. This division applies notwithstanding anything inconsistent in the partnership agreement that existed before any vote required to become a limited liability partnership under division (B) of section 1776.81 of the Revised Code.

Sec. 1776.37. (A) A partnership may sue and be sued in the name of the partnership.

(B) An action may be brought against the partnership and, to the extent not inconsistent with section 1776.36 of the Revised Code, any or all of the partners in the same action or in separate actions.

(C) A judgment against a partnership is not by itself a judgment against a partner. A judgment against a partnership may not be satisfied from a partner's assets unless there is also a judgment against the partner.

(D) A judgment creditor of a partner may not levy execution against the assets of a partner to satisfy a judgment based on a claim against the partnership unless the partner is personally liable for the claim under section 1776.36 of the Revised Code and any of the following apply:

(1) A judgment based on the same claim was obtained against the partnership and a writ of execution on the judgment was returned unsatisfied in whole or in part;

(2) The partnership is a debtor in bankruptcy;

(3) The partner agreed that the creditor need not exhaust partnership assets;

(4) A court grants permission to the judgment creditor to levy execution against the assets of a partner based on a finding that partnership assets subject to execution are clearly insufficient to satisfy the judgment, that exhaustion of partnership assets is excessively burdensome, or that the grant of permission is an appropriate exercise of the court's equitable powers;

(5) Liability is imposed on the partner by law or contract independent of the existence of the partnership.

(E) This section applies to any partnership liability or obligation

resulting from a representation by a partner or purported partner under section 1776.38 of the Revised Code.

Sec. 1776.38. (A) If a person, by words or conduct, purports to be a partner, or consents to being represented by another as a partner, in a partnership or with one or more persons not partners, the purported partner is liable to any person to whom the representation is made if that person, relying on the representation, enters into a transaction with the actual or purported partnership. If the representation, either by the purported partner or by a person with the purported partner's consent, is made in a public manner, the purported partner is liable to a person who relies upon the purported partnership even if the purported partner is not aware of being held out as a partner to the claimant. If partnership liability results, the purported partner is liable with respect to that liability as if the purported partner were a partner. If no partnership liability results, the purported partner is liable with respect to that liability jointly and severally with any other person consenting to the representation.

(B) If a person is represented to be a partner in an existing partnership, or with one or more persons not partners, the purported partner is an agent of persons consenting to the representation to bind them to the same extent and in the same manner as if the purported partner were a partner, with respect to persons who enter into transactions in reliance upon the representation. If all of the partners of the existing partnership consent to the representation, a partnership act or obligation results. If fewer than all of the partners of the existing partnership consent to the representation, the person acting and the partners consenting to the representation are jointly and severally liable.

(C) A person is not liable as a partner merely because the person is named by another in a statement of partnership authority.

(D) A person does not continue to be liable as a partner merely because of a failure to file a statement of dissociation or to amend a statement of partnership authority to indicate the partner's dissociation from the partnership.

(E) Except as otherwise provided in divisions (A) and (B) of this section, persons who are not partners as to each other are not liable as partners as to other persons.

Sec. 1776.41. (A) Each partner is deemed to have an account to which both of the following apply:

(1) The account is credited with an amount equal to the money plus the value of any other property, net of the amount of any liabilities, the partner contributes to the partnership and the partner's share of the partnership

profits:

(2) The account is charged with an amount equal to the money plus the value of any other property, net of the amount of any liabilities, the partnership distributes to the partner and the partner's share of the partnership losses.

(B) Each partner is entitled to an equal share of the partnership profits and is chargeable with a share of the partnership losses in proportion to the partner's share of the profits.

(C) A partnership shall reimburse a partner for payments made and indemnify a partner for liabilities the partner incurs in the ordinary course of the business of the partnership or for the preservation of its business or property.

(D) A partnership shall reimburse a partner for an advance to the partnership beyond the amount of capital the partner agreed to contribute.

(E) A payment or advance made by a partner that gives rise to a partnership obligation under division (C) or (D) of this section constitutes a loan to the partnership that accrues interest from the date of the payment or advance.

(F) Each partner has equal rights in the management and conduct of the partnership business.

(G) A partner may use or possess partnership property only on behalf of the partnership.

(H) A partner is not entitled to remuneration for services performed for the partnership, except for reasonable compensation for services rendered in winding up the business of the partnership.

(I) A person may become a partner only with the consent of all of the partners.

(J) A difference arising as to a matter in the ordinary course of business of a partnership may be decided by a majority of the partners. An act outside the ordinary course of business of a partnership and an amendment to the partnership agreement may be undertaken only with the consent of all of the partners.

(K) This section does not affect the obligations of a partnership to other persons under section 1776.31 of the Revised Code.

Sec. 1776.42. A partner has no right to receive, and is not required to accept, a distribution in kind.

Sec. 1776.43. (A) A partnership shall keep its books and records, if any, at its chief executive office.

(B) A partnership shall provide partners and their agents and attorneys access to its books and records. It shall provide former partners and their

agents and attorneys access to books and records pertaining to the period during which they were partners. The right of access provides the opportunity to inspect and copy books and records during ordinary business hours. A partnership may impose a reasonable charge, covering the costs of labor and material, for copies of documents furnished.

(C) Each partner and the partnership shall furnish to a partner, and to the legal representative of a deceased partner or partner under legal disability, both of the following:

(1) Without demand, any information concerning the partnership's business and affairs reasonably required for the proper exercise of the partner's rights and duties under the partnership agreement or this chapter;

(2) On demand, any other information concerning the partnership's business and affairs, except to the extent the demand or the information demanded is unreasonable or otherwise improper under the circumstances.

Sec. 1776.44. (A) The only fiduciary duties a partner owes to the partnership and the other partners are the duty of loyalty and the duty of care set forth in divisions (B) and (C) of this section.

(B) A partner's duty of loyalty to the partnership and the other partners is limited to the following:

(1) To account to the partnership and hold as trustee for it any property, profit, or benefit derived by the partner in the conduct and winding up of the partnership business or derived from a use by the partner of partnership property, including the appropriation of a partnership opportunity;

(2) To refrain from dealing with the partnership in the conduct or winding up of the partnership business as or on behalf of a party having an interest adverse to the partnership;

(3) To refrain from competing with the partnership in the conduct of the partnership business before the dissolution of the partnership.

(C) A partner's duty of care to the partnership and the other partners in the conduct and winding up of the partnership business is limited to refraining from engaging in grossly negligent or reckless conduct, intentional misconduct, or a knowing violation of law.

(D) A partner shall discharge duties to the partnership and the other partners pursuant to this chapter or under the partnership agreement and shall exercise any rights consistent with the obligation of good faith and fair dealing.

(E) A partner does not violate a duty or obligation under this chapter, or under the partnership agreement, merely because the partner's conduct furthers the partner's own interest.

(F) A partner may lend money to and transact other business with the

partnership, and as to each loan or transaction the rights and obligations of the partner are the same as those of a person who is not a partner, subject to other applicable law.

(G) This section applies to a person winding up the partnership business as the personal or legal representative of the last surviving partner as if the person were a partner.

Sec. 1776.45. (A) A partnership may maintain an action against a partner for a breach of the partnership agreement or for the violation of a duty to the partnership, causing harm to the partnership.

(B) A partner may maintain an action against the partnership or another partner for legal or equitable relief, with or without an accounting as to partnership business, to enforce any of the following:

(1) The partner's rights under the partnership agreement;

(2) The partner's rights under this chapter, including any of the following:

(a) The partner's rights under sections 1776.41, 1776.43, or 1776.44 of the Revised Code;

(b) The partner's right on dissociation to have the partner's interest in the partnership purchased pursuant to section 1776.54 of the Revised Code, or any other right under sections 1776.51 to 1776.53 or sections 1776.54 to 1776.58 of the Revised Code;

(c) The partner's right to compel a dissolution and winding up of the partnership business or enforce any other right under sections 1776.61 to 1776.67 of the Revised Code.

(3) The rights and otherwise protect the interests of the partner, including rights and interests arising independently of the partnership relationship.

(C) This section does not govern the accrual of, and any time limitation on, a right of action for a remedy under this section. A right to an accounting upon dissolution and winding up does not revive a claim barred by law.

Sec. 1776.46. (A) If a partnership for a definite term or particular undertaking is continued, without an express agreement, after the expiration of the term or completion of the undertaking, the rights and duties of the partners remain the same as they were at the expiration or completion, so far as is consistent with a partnership at will.

(B) If the partners, or those who habitually acted in the business during the term or undertaking, continue the business without any settlement or liquidation of the partnership, the partners are presumed to have agreed that the partnership will continue.

Sec. 1776.47. A partner is not a co-owner of partnership property and

has no interest in partnership property that can be transferred, either voluntarily or involuntarily.

Sec. 1776.48. A partner's economic interest is the only transferable interest of a partner in the partnership. The economic interest is personal property.

Sec. 1776.49. (A) A transfer, in whole or in part, of a partner's economic interest in the partnership is permissible and does not by itself cause the partner's dissociation or a dissolution and winding up of the partnership business. A transfer does not entitle the transferee, as against the other partners or the partnership, during the continuance of the partnership, to participate in the management or conduct of the partnership business, to require access to information concerning partnership transactions, or to inspect or copy the partnership books or records.

(B) A transferee of a partner's economic interest in the partnership has a right:

(1) To receive, in accordance with the transfer, distributions to which the transferor otherwise would be entitled;

(2) To receive upon the dissolution and winding up of the partnership business, in accordance with the transfer, the net amount otherwise distributable to the transferor;

(3) To seek under division (F) of section 1776.61 of the Revised Code, a determination by a tribunal that it is equitable to wind up the partnership business.

(C) In a dissolution and winding up, a transferee is entitled to an account of partnership transactions only from the date of the latest account to which all of the partners agreed.

(D) Upon transfer, the transferor retains the rights and duties of a partner other than the interest in distributions transferred.

(E) A partnership need not give effect to a transferee's rights under this section until it has notice and reasonable proof of the transfer.

(F) A transfer of a partner's economic interest in the partnership in violation of a restriction on transfer contained in the partnership agreement is ineffective as to a person having notice of the restriction at the time of transfer.

(G) Sections 1309.406 and 1309.408 of the Revised Code do not apply to any partnership interest in a partnership formed under this chapter.

Sec. 1776.50. (A) On application by a judgment creditor of a partner or of a partner's transferee, a court having jurisdiction may charge the economic interest of the judgment debtor to satisfy the judgment. The court may appoint a receiver of the share of the distributions due or to become due

to the judgment debtor in respect of the partnership and make all other orders, directions, accounts, and inquiries the judgment debtor might have made or which the circumstances of the case may require.

(B) A charging order constitutes a lien on the judgment debtor's economic interest in the partnership. The court may order a foreclosure of the interest subject to the charging order at any time. The purchaser at the foreclosure sale has the rights of a transferee.

(C) At any time before foreclosure, an interest charged may be redeemed by any of the following:

(1) The judgment debtor;

(2) One or more of the other partners by using property other than partnership property;

(3) One or more of the other partners, with the consent of all of the partners whose interests are not so charged, by using partnership property.

(D) Nothing in this chapter deprives a partner of any right under exemption laws with respect to the partner's interest in the partnership.

(E) This section provides the exclusive remedy by which a judgment creditor of a partner, or partner's transferee, may satisfy a judgment out of the judgment debtor's economic interest in the partnership.

Sec. 1776.51. A partner is dissociated from a partnership upon the occurrence of any of the following events:

(A) The partnership has notice of the partner's express will to withdraw as a partner, on the date of the notice or on a later date the partner specifies;

(B) The happening of an event agreed to in the partnership agreement as causing the partner's dissociation;

(C) The partner's expulsion pursuant to the partnership agreement;

(D) The partner's expulsion by the unanimous vote of the other partners because of any of the following:

(1) It is unlawful to carry on the partnership business with that partner.

(2) A transfer of all or substantially all of that partner's economic interest in the partnership, other than a transfer for security purposes, or a court order charging the partner's interest, which has not been foreclosed;

(3) A certificate of dissolution is not revoked or the charter or a right to conduct business is not reinstated within ninety days after the partnership notifies a corporate partner of its expulsion because the corporate partner filed a certificate of dissolution or the equivalent, had its charter revoked, or had its right to conduct business suspended by the jurisdiction of its incorporation.

(4) The partner is a partnership that has dissolved and is winding up its business.

(E) On application by the partnership or another partner, a tribunal determines any of the following is cause for expulsion:

(1) The partner engaged in wrongful conduct that adversely and materially affects the partnership business.

(2) The partner willfully or persistently committed a material breach of the partnership agreement or a duty owed to the partnership or the other partners under section 1776.44 of the Revised Code.

(3) The partner engaged in conduct relating to the partnership business that makes it not reasonably practicable to carry on the business in partnership with the partner.

(F) The partner's doing any of the following:

(1) Becoming a debtor in bankruptcy;

(2) Executing an assignment for the benefit of creditors;

(3) Seeking, consenting to, or acquiescing in the appointment of a trustee, receiver, or liquidator of that partner or of all or substantially all of that partner's property;

(4) Failing, within ninety days after the appointment, to have vacated or stayed the appointment of a trustee, receiver, or liquidator of either the partner or all or substantially all of the partner's property that was obtained without the partner's consent or acquiescence, or failing within ninety days after the expiration of a stay to have the appointment vacated.

(G) Any of the following, in the case of a partner who is an individual:

(1) The partner's death;

(2) The appointment of a guardian or general conservator for the partner;

(3) A determination by a tribunal that the partner has otherwise become incapable of performing the partner's duties under the partnership agreement.

(H) In the case of a partner that is a trust or is acting as a partner by virtue of being a trustee of a trust, distribution of the trust's entire economic interest in the partnership, but not merely by reason of the substitution of a successor trustee;

(I) In the case of a partner that is an estate or is acting as a partner by virtue of being a personal representative of an estate, distribution of the estate's entire economic interest in the partnership, but not merely by reason of the substitution of a successor personal representative;

(J) Termination of a partner that is not an individual, partnership, corporation, trust, or estate.

Sec. 1776.52. (A) A partner has the power to dissociate at any time, rightfully or wrongfully, by express will pursuant to division (A) of section

1776.51 of the Revised Code.

(B) A partner's dissociation is wrongful only if either of the following applies to that dissociation:

(1) It is in breach of an express provision of the partnership agreement.

(2) In the case of a partnership for a definite term or particular undertaking, before the expiration of the term or the completion of the undertaking, if any of the following applies:

(a) The partner withdraws by express will, unless the withdrawal follows within ninety days after another partner's dissociation by death or otherwise under divisions (F) to (J) of section 1776.51 of the Revised Code or wrongful dissociation under division (B) of this section;

(b) The partner is expelled by a determination by a tribunal under division (E) of section 1776.51 of the Revised Code.

(c) The partner is dissociated by becoming a debtor in bankruptcy.

(d) In the case of a partner who is not an individual, trust other than a business trust, or estate, the partner is expelled or otherwise dissociated because it willfully dissolved or terminated.

(C) A partner who wrongfully dissociates is liable to the partnership and to the other partners for damages caused by the dissociation. The liability is in addition to any other obligation of the partner to the partnership or to the other partners.

Sec. 1776.53. (A) If a partner's dissociation results in a dissolution and winding up of the partnership business, sections 1776.61 to 1776.67 of the Revised Code apply. Otherwise, sections 1776.54 to 1776.58 of the Revised Code apply.

(B) Upon a partner's dissociation, all of the following apply:

(1) The partner's right to participate in the management and conduct of the partnership business terminates, except as otherwise provided in section 1776.63 of the Revised Code;

(2) The partner's duty of loyalty under division (B)(3) of section 1776.44 of the Revised Code terminates;

(3) The partner's duty of loyalty under divisions (B)(1) and (2) of section 1776.44 of the Revised Code and duty of care under division (C) of section 1776.44 of the Revised Code continue only with regard to matters arising and events occurring before the partner's dissociation, unless the partner participates in winding up the partnership's business pursuant to section 1776.63 of the Revised Code.

Sec. 1776.54. (A) When a partner is dissociated from a partnership and that dissociation does not result in a dissolution and winding up of the partnership business under section 1776.61 of the Revised Code, the

partnership shall cause the dissociated partner's interest in the partnership to be purchased for a buyout price determined pursuant to division (B) of this section.

(B)(1) The buyout price of a dissociated partner's interest is the amount that would have been distributable to the dissociating partner under division (B) of section 1776.67 of the Revised Code as if, on the date of dissociation, both of the following occurred:

(a) The partnership sold the assets at a price equal to the greater of the liquidation value or the value based on a sale of the entire business as a going concern without the dissociated partner.

(b) The partnership completed a winding up of the partnership business.

(2) Interest shall be paid from the date of dissociation to the date of payment.

(C) The partnership shall reduce the buyout price paid to the partner by any damages for wrongful dissociation under section 1776.52 of the Revised Code and all other amounts owing, whether or not presently due, from the dissociated partner to the partnership. Interest shall be assessed on any amount owed to the partnership from the date the amount owed is due to the date of payment.

(D) A partnership shall indemnify a dissociated partner whose interest is being purchased against all partnership liabilities, whether incurred before or after the dissociation, except liabilities incurred by an act of the dissociated partner under section 1776.55 of the Revised Code.

(E) If no agreement for the purchase of a dissociated partner's interest is reached within one hundred twenty days after a written demand for payment, the partnership shall pay or cause to be paid, in cash to the dissociated partner, the amount the partnership estimates to be the buyout price and accrued interest, reduced by any offsets under division (C) of this section.

(F) Notwithstanding division (E) of this section, if a deferred payment is authorized under division (H) of this section or if the partnership determines that immediate payment of the buyout price would cause undue hardship to the business of the partnership, the partnership may tender a written offer to pay the amount it estimates to be the buyout price and accrued interest, reduced by any offsets under division (C) of this section, stating the time of payment, the amount and type of security for payment, and the other terms and conditions of the obligation.

(G) Any payment or tender required by division (E) or (F) of this section shall be accompanied by all of the following:

(1) A statement of partnership assets and liabilities as of the date of

dissociation:

(2) The latest available partnership balance sheet and income statement, if any:

(3) An explanation of how the estimated amount of the payment was calculated:

(4) Written notice that the payment is in full satisfaction of the obligation to purchase unless, within one hundred twenty days after the written notice, the dissociated partner commences an action to determine the buyout price, any offsets under division (C) of this section, or other terms of the obligation to purchase:

(5) If applicable, a brief explanation of the basis for the partnership's determination that immediate payment of the buyout price would cause undue hardship to the business of the partnership.

(H) A partner who wrongfully dissociates before the expiration of a definite term or the completion of a particular undertaking is not entitled to payment of any portion of the buyout price until the expiration of the term or completion of the undertaking, unless the partner establishes to the satisfaction of the tribunal that earlier payment will not cause undue hardship to the business of the partnership. Any deferred payment shall be adequately secured and bear interest.

(I)(1) A dissociated partner may maintain an action against the partnership pursuant to division (B)(2)(b) of section 1776.45 of the Revised Code to determine the buyout price of that partner's interest, any offsets under division (C) of this section, or other terms of the obligation to purchase. Any action shall be commenced within one hundred twenty days after the partnership tenders payment or an offer to pay or within one year after written demand for payment if no payment or offer to pay is tendered.

(2) The tribunal shall determine the buyout price of the dissociated partner's interest, any offset due under division (C) of this section, and accrued interest, and enter judgment for any additional payment or refund. If deferred payment is authorized under division (H) of this section or if the partnership determines that immediate payment of the buyout price would cause undue hardship to the partnership, and the partner does not establish to the satisfaction of the tribunal that earlier payment will not cause undue hardship to the business of the partnership, the tribunal also shall determine the security for payment and other terms of the obligation to purchase.

(3) The tribunal may assess reasonable attorney's fees and the fees and expenses of appraisers or other experts for a party to the action, in amounts the tribunal finds equitable, against a party that the tribunal finds acted arbitrarily, vexatiously, or not in good faith. The finding may be based on

the partnership's failure to tender payment or an offer to pay or to comply with division (G) of this section.

Sec. 1776.55. (A) For two years after a partner dissociates without resulting in a dissolution and winding up of the partnership business, the partnership, including a surviving partnership under section 1776.68 of the Revised Code, is bound by any act of the dissociated partner that would have bound the partnership under section 1776.31 of the Revised Code before dissociation only if, at the time of entering into the transaction all of the following were true:

(1) The other party reasonably believed that the dissociated partner was then a partner.

(2) The other party did not have notice of the partner's dissociation.

(3) The other party is not deemed to have had knowledge under division (E) of section 1776.33 of the Revised Code or notice under division (C) of section 1776.57 of the Revised Code.

(B) A dissociated partner is liable to the partnership for any damage caused to the partnership arising from an obligation incurred by the dissociated partner after dissociation for which the partnership is liable under division (A) of this section.

Sec. 1776.56. (A) A partner's dissociation does not of itself discharge the partner's liability for a partnership obligation incurred before dissociation. A dissociated partner is not liable for a partnership obligation incurred after dissociation, except as otherwise provided in division (B) of this section.

(B) A partner who dissociates without resulting in a dissolution and winding up of the partnership business is liable as a partner to the other party in a transaction entered into by the partnership, or a surviving partnership under sections 1776.68 to 1776.79 of the Revised Code, within two years after the partner's dissociation, only if pursuant to section 1776.36 of the Revised Code the partner would have been liable for the obligation if the transaction had been entered into while the person was a partner and, at the time of entering into the transaction, all of the following were true:

(1) The other party reasonably believed that the dissociated partner was then a partner and reasonably relied on that belief in entering into the transaction.

(2) The other party did not have notice of the partner's dissociation.

(3) The other party is not deemed to have had knowledge under division (E) of section 1776.33 of the Revised Code or notice under division (C) of section 1776.57 of the Revised Code.

(C) By agreement with the partnership creditor and the partners

continuing the business, a dissociated partner may be released from liability for a partnership obligation.

(D) A dissociated partner is released from liability for a partnership obligation if a partnership creditor, with notice of the partner's dissociation but without the partner's consent, agrees to a material alteration in the nature or time of payment of a partnership obligation.

Sec. 1776.57. (A) A dissociated partner or the partnership may file a statement of dissociation stating the name of the partnership and that the partner is dissociated from the partnership.

(B) A statement of dissociation is a limitation on the authority of a dissociated partner for the purposes of divisions (D) and (E) of section 1776.33 of the Revised Code.

(C) For the purposes of division (A)(3) of section 1776.55 and division (B)(3) of section 1776.56 of the Revised Code, a person not a partner is deemed to have notice of a dissociation ninety days after a statement of dissociation is filed.

Sec. 1776.58. Continued use of a partnership name, or a dissociated partner's name as part thereof, by partners continuing the business does not of itself make the dissociated partner liable for an obligation of the partners or the partnership continuing the business.

Sec. 1776.61. A partnership is dissolved, and the partnership's business shall be wound up, only upon the occurrence of any of the following events:

(A) In a partnership at will, the partnership's having notice from a partner, other than a partner who is dissociated under divisions (B) to (J) of section 1776.51 of the Revised Code, of that partner's express will to withdraw immediately as a partner, or at a later date as specified by the partner;

(B) In a partnership for a definite term or particular undertaking, any of the following applies:

(1) Within ninety days after a partner's dissociation by death or otherwise under divisions (F) to (J) of section 1776.51 of the Revised Code or wrongful dissociation under division (B) of section 1776.52 of the Revised Code, it is the express will of at least half of the remaining partners to wind up the partnership business, for which purpose a partner's rightful dissociation pursuant to division (B)(2)(a) of section 1776.52 of the Revised Code constitutes that partner's expression of a will to wind up the partnership business.

(2) It is the express will of all of the partners to wind up the partnership business.

(3) The term has expired or the undertaking is complete.

(C) An event agreed to in the partnership agreement resulting in the winding up of the partnership business;

(D) An event that makes it unlawful for all or substantially all of the business of the partnership to be continued, but a cure of illegality within ninety days after notice to the partnership of the event is effective retroactively to the date of the event for purposes of this section;

(E) On application by a partner, a determination by a tribunal that any of the following is true:

(1) The economic purpose of the partnership is likely to be unreasonably frustrated.

(2) Another partner has engaged in conduct relating to the partnership business that makes it not reasonably practicable to carry on the business in partnership with that partner.

(3) It is not otherwise reasonably practicable to carry on the partnership business in conformity with the partnership agreement.

(F) On application by a transferee of a partner's economic interest, a tribunal determines that it is equitable to wind up the partnership business at either of the following times:

(1) After the expiration of the term or completion of the undertaking, if the partnership was for a definite term or particular undertaking at the time of the transfer or entry of the charging order that gave rise to the transfer;

(2) At any time, if the partnership was a partnership at will at the time of the transfer or entry of the charging order that gave rise to the transfer.

Sec. 1776.62. (A) Subject to division (B) of this section, a partnership may continue after dissolution only for the purpose of winding up its business. The partnership is terminated when its business is completed.

(B) At any time after the dissolution of a partnership and before the winding up of its business is completed, all of the partners, including any dissociating partner other than a wrongfully dissociating partner, may waive the right to have the partnership's business wound up and the partnership terminated. In that event, both of the following apply:

(1) The partnership shall resume carrying on its business as if dissolution had never occurred, and any liability incurred by the partnership or a partner after the dissolution and before the waiver is determined as if dissolution had never occurred.

(2) The dissolution shall not affect the rights of a third party accruing under division (A) of section 1776.64 of the Revised Code or arising out of conduct in reliance on the dissolution if those rights accrued or arose before the third party knew or received a notification of the waiver.

Sec. 1776.63. (A) After dissolution, a partner who has not wrongfully

dissociated may participate in winding up the partnership's business, but on the application of any partner, a partner's legal representative, or a transferee, the court of common pleas for good cause shown, may order judicial supervision of the winding up.

(B) The legal representative of the last surviving partner may wind up a partnership's business.

(C) A person winding up a partnership's business may preserve the partnership business or property as a going concern for a reasonable time, prosecute and defend actions and proceedings, whether civil, criminal, or administrative, settle and close the partnership's business, dispose of and transfer the partnership's property, discharge or make reasonable provision for the partnership's liabilities, distribute the assets of the partnership pursuant to section 1776.67 of the Revised Code, settle disputes by mediation or arbitration, and perform other necessary acts.

Sec. 1776.64. Subject to section 1776.65 of the Revised Code, a partnership is bound by a partner's act after dissolution under either of the following conditions:

(A) The act is appropriate for winding up the partnership business.

(B) If the other party to the transaction did not have notice of the dissolution, the act would have bound the partnership under section 1776.31 of the Revised Code before dissolution.

Sec. 1776.65. (A) After dissolution, a partner who has not wrongfully dissociated may file a statement of dissolution stating the name of the partnership and that the partnership has dissolved and is winding up its business.

(B) A statement of dissolution cancels a filed statement of partnership authority for the purposes of division (D) of section 1776.33 of the Revised Code and is a limitation on such authority for the purposes of division (E) section 1776.33 of the Revised Code.

(C) For the purposes of sections 1776.31 and 1776.64 of the Revised Code, a person not a partner is deemed to have notice of the dissolution and the limitation on the partners' authority as a result of the statement of dissolution ninety days after it is filed.

(D) After filing and recording any appropriate statement of dissolution, a dissolved partnership may file, and as appropriate, record a statement of partnership authority that will operate with respect to a person not a partner as provided in divisions (D) and (E) of section 1776.33 of the Revised Code in any transaction, whether or not the transaction is appropriate for winding up the partnership business.

Sec. 1776.66. (A) Except as otherwise provided in division (B) of this

section and in section 1776.36 of the Revised Code, after dissolution a partner is liable to the other partners for the partner's share of any partnership liability incurred under section 1776.64 of the Revised Code.

(B) A partner who, with knowledge of the dissolution, incurs a partnership liability under division (B) of section 1776.64 of the Revised Code by an act that is not appropriate for winding up the partnership business is liable to the partnership for any damage caused to the partnership arising from the liability.

Sec. 1776.67. (A) In winding up a partnership's business, any assets of the partnership, including the contributions this section requires the partners to make, shall be applied to discharge or make reasonable provision for its obligations to creditors, including, to the extent permitted by law, partners who are creditors. Any surplus shall be applied to pay in cash the net amount distributable to partners in accordance with their right to distributions under division (B) of this section.

(B) Each partner is entitled to a settlement of all partnership accounts upon winding up the partnership business. In settling accounts among the partners, profits and losses that result from the liquidation of the partnership assets shall be credited and charged to the partners' accounts. The partnership shall make a distribution to a partner in an amount equal to any excess of the credits over the charges in the partner's account.

(C) A partner shall contribute to the partnership an amount equal to any excess of the charges over the credits in the partner's account but excluding from the calculation charges attributable to an obligation for which the partner is not personally liable under section 1776.36 of the Revised Code.

(D) If a partner fails to contribute the full amount required under division (C) of this section, all of the other partners shall contribute, in the proportions in which those partners share partnership losses, the additional amount necessary to satisfy the partnership obligations for which they are personally liable under section 1776.36 of the Revised Code.

(E) The estate of a deceased partner is liable for the partner's obligation to contribute to the partnership.

(F) A partner or partner's legal representative may recover from the other partners any contributions the partner has made to the extent the amount contributed exceeds that partner's share of the partnership obligations for which the partner is personally liable under section 1776.36 of the Revised Code.

(G) After the settlement of accounts, each partner shall contribute, in the proportion in which the partner shares partnership losses, the amount necessary to satisfy, or make reasonable provision for, partnership

obligations that were not known at the time of the settlement and for which the partner is personally liable under section 1776.36 of the Revised Code.

(H) An assignee for the benefit of creditors of a partnership or a partner, or a person a court appoints to represent creditors of a partnership or a partner, may enforce a partner's obligation to contribute to the partnership.

Sec. 1776.68. (A)(1) Pursuant to a written agreement of merger between the constituent entities as this section provides, a domestic partnership and one or more additional domestic partnerships or other domestic or foreign entities may be merged into a surviving domestic partnership. Pursuant to a written agreement of consolidation between the constituent entities, two or more domestic or foreign entities may be consolidated into a new domestic partnership formed by that consolidation.

(2) When a constituent entity is formed or organized under the laws of any state other than this state or under any chapter of the Revised Code other than this chapter, no merger or consolidation may occur pursuant to this section unless permitted under the chapter of the Revised Code under which each domestic constituent entity exists and the laws under which each foreign constituent entity exists.

(B) Any written agreement of merger or consolidation of constituent entities into a surviving or new domestic partnership shall set forth all of the following:

(1) The name and the form of entity of each constituent entity, the state under the laws of which each constituent entity exists, and the name of the surviving or new domestic partnership;

(2) In the case of a merger, that one or more specified constituent entities is being merged into a specified surviving domestic partnership, and, in the case of a consolidation, that the constituent entities are being consolidated into a new domestic partnership;

(3) All statements and matters required to be set forth in an agreement of merger or consolidation by the laws under which each constituent entity exists;

(4) In the case of a consolidation, the partnership agreement of the new domestic partnership or a provision that the written partnership agreement of a specified constituent partnership, a copy of which partnership agreement shall be attached to the agreement of consolidation, with any amendments that are set forth in the agreement of consolidation, shall be the agreement of partnership of the new domestic partnership;

(5) In the case of a merger, any changes in the partners of the surviving domestic partnership and, in the case of a consolidation, the partners of the new domestic partnership or a provision specifying the partners of one or

more specified constituent partnerships that constitute the initial partners of the new domestic partnership:

(6) The terms of the merger or consolidation, the mode of carrying the terms into effect, and the manner and basis of converting the interests or shares in the constituent entities into, or exchanging the interests or shares in the constituent entities for, any interests, evidences of indebtedness, other securities, cash, rights, any other property, or any combination of property of the surviving domestic partnership, the new domestic partnership, or any other entity. No such conversion or exchange shall be effected if there are reasonable grounds to believe that the conversion or exchange would render the surviving or new domestic partnership unable to pay its obligations as they become due in the usual course of its affairs.

(C) The written agreement of merger or consolidation of constituent entities into a surviving or new domestic partnership may set forth any of the following:

(1) The effective date of the merger or consolidation, which date may be on or after the date of the filing of the certificate of merger or consolidation;

(2) A provision authorizing one or more of the constituent entities to abandon the proposed merger or consolidation prior to filing the certificate of merger or consolidation pursuant to section 1776.70 of the Revised Code by action of the partners of a constituent partnership, the directors of a constituent corporation, or the comparable representatives of any other constituent entity;

(3) In the case of a merger, any amendments to the partnership agreement of the surviving domestic partnership, or a provision that the written partnership agreement of a specified constituent partnership other than the surviving domestic partnership, with any amendments that are set forth in the agreement of merger, shall be the partnership agreement of the surviving domestic partnership;

(4) A statement of, or a statement of the method of determining, the fair value of the assets to be owned by the surviving domestic partnership;

(5) The parties to the agreement of merger or consolidation in addition to the constituent entities;

(6) Any additional provision necessary or desirable with respect to the proposed merger or consolidation.

(D) To effect the merger or consolidation, the agreement of merger or consolidation shall be adopted by the partners of each constituent domestic partnership, including the surviving domestic partnership in the case of a merger, and shall be adopted by or otherwise authorized by or on behalf of each other constituent entity in accordance with the laws under which it

exists.

(E) All partners, whether or not they are entitled to vote or act, shall be given written notice of any meeting of the partners of a constituent domestic partnership or of any proposed action by the partners of a constituent domestic partnership, which meeting or action is to adopt an agreement of merger or consolidation. The notice shall be given either by mail at the address on the records of the partnership or in person. Unless the partnership agreement provides a shorter or longer period, the notice shall be given not less than seven and not more than sixty days before the meeting or the effective date of the action. The notice shall be accompanied by a copy or a summary of the material provisions of the agreement of merger or consolidation.

(F)(1) The unanimous vote or action of the partners or such different number or proportion as provided in writing in the partnership agreement is required to adopt an agreement of merger or consolidation pursuant to this section. If the agreement of merger or consolidation would effect or authorize any action that under any applicable provision of law or the partnership agreement could be effected or authorized only pursuant to a specified vote or action of the partners, or of any class or group of partners, the same vote or action as required to effect that change or authorize that action is required to adopt or approve the agreement of merger or consolidation.

(2) An agreement of merger or consolidation is not effective against a person who would continue to be or who would become a general partner of a partnership that is the surviving or new entity in a merger or consolidation unless that person specifically agrees in writing either to continue or to become, as the case may be, a general partner of the partnership that is the surviving or new entity.

(G)(1) At any time before the filing of the certificate of merger or consolidation pursuant to section 1776.70 of the Revised Code, if the agreement of merger or consolidation so authorizes, the partners of any constituent partnership, the directors of any constituent corporation, or the comparable representatives of any other constituent entity may abandon the merger or consolidation by the same vote or action as was required to adopt the agreement of merger or consolidation.

(2) The agreement of merger or consolidation may contain a provision authorizing less than all of the partners of any constituent partnership, the directors of any constituent corporation, or the comparable representatives of any other constituent entity to amend the agreement of merger or consolidation at any time before the filing of the certificate of merger or

consolidation, except that, after the adoption of the agreement of merger or consolidation by the partners of any constituent domestic partnership, only with the approval of all of the partners may an agreement of merger or consolidation be amended to do any of the following:

(a) Alter or change the amount or kind of interests, shares, evidences of indebtedness, other securities, cash, rights, or any other property to be received by partners of the constituent domestic partnership in conversion of, or in exchange for, their interests;

(b) Alter or change any term of the partnership agreement of the surviving or new domestic partnership, except for alterations or changes that could be adopted by those partners by the terms of the partnership agreement of the surviving or new domestic partnership as would be in effect after the merger or consolidation;

(c) Alter or change any other terms and conditions of the agreement of merger or consolidation if any of the alterations or changes, alone or in the aggregate, would materially adversely affect the partners or any class or group of partners of the constituent domestic partnership.

(H) As used in this section and sections 1776.69 to 1776.79 of the Revised Code, "general partner" means either of the following:

(1) A partner in a partnership that is not a limited liability partnership;

(2) A general partner in a limited partnership.

Sec. 1776.69. (A) Pursuant to a written agreement of merger or consolidation between the constituent entities as this section provides, a domestic partnership and one or more additional domestic or foreign entities may merge into a surviving entity other than a domestic partnership, or a domestic partnership together with one or more additional domestic or foreign entities may consolidate into a new entity, other than a domestic partnership, that is formed by the consolidation. No merger or consolidation may be carried out pursuant to this section unless it is permitted by the Revised Code chapter under which each domestic constituent entity exists and by the laws under which each foreign constituent entity exists.

(B) Any written agreement of any merger or consolidation shall set forth all of the following:

(1) The name and the form of entity of each constituent entity and the state under the laws of which each constituent entity exists;

(2) In the case of a merger, that one or more specified constituent domestic partnerships and other specified constituent entities will be merged into a specified surviving foreign entity or surviving domestic entity other than a domestic partnership, or, in the case of a consolidation, that the constituent entities will be consolidated into a new foreign entity or a new

domestic entity other than a domestic partnership:

(3) If the surviving or new entity is a foreign partnership, all statements and matters that section 1776.68 of the Revised Code would require if the surviving or new entity were a domestic partnership:

(4) The name and the form of entity of the surviving or new entity, the state under the laws of which the surviving entity exists or the new entity is to exist, and the location of the principal office of the surviving or new entity:

(5) Any additional statements and matters required to be set forth in an agreement of merger or consolidation by the laws under which each constituent entity exists and, in the case of a consolidation, the new entity is to exist:

(6) If the surviving or new entity is a foreign entity, the consent of the surviving or new foreign entity to be sued and served with process in this state and the irrevocable appointment of the secretary of state as its agent to accept service of process in any proceeding in this state to enforce against the surviving or new foreign entity any obligation of any constituent domestic partnership or to enforce the rights of a dissenting partner of any constituent domestic partnership:

(7) If the surviving or new entity is a foreign corporation that desires to transact business in this state as a foreign corporation, a statement to that effect, together with a statement regarding the appointment of a statutory agent and service of any process, notice, or demand upon that statutory agent or the secretary of state, as required when a foreign corporation applies for a license to transact business in this state:

(8) If the surviving or new entity is a foreign limited partnership that desires to transact business in this state as a foreign limited partnership, a statement to that effect, together with all of the information required under section 1782.49 of the Revised Code when a foreign limited partnership registers to transact business in this state:

(9) If the surviving or new entity is a foreign limited liability company that desires to transact business in this state as a foreign limited liability company, a statement to that effect, together with all of the information required under section 1705.54 of the Revised Code when a foreign limited liability company registers to transact business in this state:

(10) If the surviving or new entity is a foreign limited liability partnership that desires to transact business in this state as a foreign limited liability partnership, a statement to that effect, together with all of the information required under section 1776.86 of the Revised Code when a foreign limited liability partnership registers to transact business in this

state.

(C) The written agreement of merger or consolidation also may set forth any additional provision permitted by the laws of any state under the laws of which any constituent entity exists, consistent with the laws under which the surviving entity exists or the new entity is to exist.

(D) To effect the merger or consolidation, the partners of each constituent domestic partnership shall adopt an agreement of merger or consolidation in the same manner and with the same notice to and vote or action of partners or of a particular class or group of partners as section 1776.68 of the Revised Code requires. The agreement of merger or consolidation also shall be approved or otherwise authorized by or on behalf of each constituent entity in accordance with the laws under which it exists. An agreement of merger or consolidation is not effective against a person who would continue to be or who would become a general partner of an entity that is the surviving or new entity in a merger or consolidation unless that person specifically agrees in writing either to continue or to become, as the case may be, a general partner of the surviving or new entity.

(E)(1) At any time before filing the certificate of merger or consolidation pursuant to section 1776.70 of the Revised Code, if the agreement of merger or consolidation permits, the partners of any constituent partnership, the directors of any constituent corporation, or the comparable representatives of any other constituent entity may abandon the merger or consolidation.

(2) The agreement of merger or consolidation may authorize less than all of the partners of any constituent partnership, the directors of any constituent corporation, or the comparable representatives of any other constituent entity to amend the agreement of merger or consolidation at any time before the filing of the certificate of merger or consolidation, except that, after the adoption of the agreement of merger or consolidation by the partners of any constituent domestic partnership, only with the approval of all the partners may any agreement of merger or consolidation be amended to do any of the following:

(a) Alter or change the amount or kind of interests, shares, evidences of indebtedness, other securities, cash, rights, or any other property to be received by partners of the constituent domestic partnership in conversion of or in exchange for their interests;

(b) If the surviving or new entity is a partnership, alter or change any term of the partnership agreement of the surviving or new partnership, except for alterations or changes that could be adopted by those partners by the terms of the partnership agreement of the surviving or new partnership

as would be in effect after the merger or consolidation:

(c) If the surviving or new entity is a corporation or any other entity other than a partnership, alter or change any term of the articles or comparable instrument of the surviving or new corporation or entity, except for alterations or changes that otherwise could be adopted by the directors or comparable representatives of the surviving or new corporation or entity:

(d) Alter or change any other terms and conditions of the agreement of merger or consolidation if any of the alterations or changes, alone or in the aggregate, would materially adversely affect the partners or any class or group of partners of the constituent domestic partnership.

Sec. 1776.70. (A) Upon the adoption by each constituent entity of an agreement of merger or consolidation pursuant to section 1776.68 or 1776.69 of the Revised Code, the resulting entity shall file a certificate of merger or consolidation with the secretary of state, unless the only constituent entities that are domestic entities are partnerships, and in the case of a consolidation, the resulting entity is a domestic partnership, in which case the filing of a certificate of merger or consolidation is optional. Any certificate shall be on a form the secretary of state prescribes, signed by an authorized representative of each constituent entity, and set forth only the information this section requires.

(B)(1) The certificate of merger or consolidation shall set forth all of the following:

(a) The name and the form of entity of each constituent entity and the state under the laws of which each constituent entity exists;

(b) A statement that each constituent entity has complied with all of the laws under which it exists and that the laws permit the merger or consolidation;

(c) The name and mailing address of the person or entity that is to provide, in response to any written request made by a shareholder, partner, or other equity holder of a constituent entity, a copy of the agreement of merger or consolidation;

(d) The effective date of the merger or consolidation, which date shall be on or after the date of the filing of the certificate;

(e) The signature of the representative or representatives authorized to sign the certificate on behalf of each constituent entity and the office held or the capacity in which the representative is acting;

(f) A statement that the agreement of merger or consolidation is authorized on behalf of each constituent entity and that each person who signed the certificate on behalf of each entity is authorized to do so;

(g) In the case of a merger, a statement that one or more specified

constituent entities will be merged into a specified surviving entity or, in the case of a consolidation, a statement that the constituent entities will be consolidated into a new entity;

(h) The name and form of the surviving entity in the case of a merger or the name and form of the new entity in the case of a consolidation;

(i) In the case of a merger, if the surviving entity is a foreign entity not licensed to transact business in this state, the name and address of the statutory agent upon whom any process, notice, or demand may be served;

(j) In the case of a consolidation, the name and address of the statutory agent upon whom any process, notice, or demand against any constituent entity or the new entity may be served.

(2) In the case of a consolidation into a new domestic corporation, limited liability company, or limited partnership, the articles of incorporation, the articles of organization, or the certificate of limited partnership of the new domestic entity shall be filed with the certificate of consolidation.

(3) In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

(4) If the surviving or new entity is a foreign entity that desires to transact business in this state as a foreign corporation, limited liability company, limited partnership, or limited liability partnership, the certificate of merger or consolidation shall be accompanied by the information required by division (B)(7), (8), (9), or (10) of section 1776.69 of the Revised Code.

(5) If a domestic corporation or a foreign corporation licensed to transact business in this state is a constituent entity and the surviving or new entity resulting from the merger or consolidation is not a domestic corporation or a foreign corporation that is to be licensed to transact business in this state, the certificate of merger or consolidation shall be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 of the Revised Code, with respect to each domestic constituent corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code, with respect to each foreign constituent corporation licensed to transact business in this state.

(C) If any constituent entity in a merger or consolidation is organized or formed under the laws of a state other than this state or under any chapter of the Revised Code other than this chapter, there also shall be filed in the

proper office all documents that are required to be filed in connection with the merger or consolidation by the laws of that state or by that chapter.

(D)(1) Upon the filing of a certificate of merger or consolidation and other filings as described in division (C) of this section, or at any later date that the certificate of merger or consolidation specifies, the merger or consolidation is effective, subject to the limitation specified in division (B)(6) of section 1776.68 of the Revised Code.

(2) If domestic partnerships are the only domestic entities that are constituent entities or the resulting entity in a merger or consolidation, and the agreement of merger or consolidation provides for a means of determining when the merger becomes effective, other than based upon the filing of a certificate of merger, the merger becomes effective at the time determined in accordance with the agreement of merger or consolidation.

(E)(1) Upon request and payment of the fee division (K)(2) of section 111.16 of the Revised Code specifies, the secretary of state shall furnish a certificate setting forth the name and form of entity of each constituent entity and the states under the laws of which each constituent entity existed prior to the merger or consolidation, the name and the form of entity of the surviving or new entity and the state under the laws of which the surviving entity exists or the new entity is to exist, the date of filing of the certificate of merger or consolidation with the secretary of state, and the effective date of the merger or consolidation.

(2) The certificate of the secretary of state, or a copy of the certificate of merger or consolidation certified by the secretary of state, may be filed for record in the office of the recorder of any county in this state and, if filed, shall be recorded in the records of deeds for that county. For that recording, the county recorder shall charge and collect the same fee as in the case of deeds.

Sec. 1776.71. (A) When a merger or consolidation becomes effective, all of the following apply:

(1) The separate existence of each constituent entity other than the surviving entity in a merger shall cease, except that whenever a conveyance, assignment, transfer, deed, or other instrument or act is necessary to vest property or rights in the surviving or new entity, the partners, officers, or other authorized representatives of the respective constituent entities shall execute, acknowledge, and deliver those instruments and do those acts. For these purposes, the existence of the constituent entities and the authority of their respective partners, officers, directors, or other representatives continue notwithstanding the merger or consolidation.

(2) In a consolidation, the new entity exists when the consolidation

becomes effective. If the new entity is a domestic partnership, its original partnership agreement is the written partnership agreement that is contained in or provided for in the agreement of consolidation.

(3) In a merger in which the surviving entity is a partnership, the written partnership agreement of the surviving partnership that is in effect immediately prior to the time the merger becomes effective is its partnership agreement after the merger except as otherwise provided in the agreement of merger.

(4) The surviving or new entity possesses all of the following, and all of the following are vested in the surviving or new entity without any further act or deed:

(a) Except to the extent limited by the mandatory provisions of applicable law:

(i) All assets and property of every description of each constituent entity, and every interest in the assets and property of each constituent entity, wherever the assets, property, and interests are located. Title to any real estate or any interest in real estate that was vested in any constituent entity does not revert and is not in any way impaired by reason of the merger or consolidation.

(ii) The rights, privileges, immunities, powers, franchises, and authority, whether of a public or private nature, of each constituent entity.

(b) All obligations belonging to or due to each constituent entity.

(5) The surviving or new entity is liable for all the obligations of each constituent entity, including liability to dissenting partners, dissenting shareholders, or other dissenting equity holders. Any claim existing or any action or proceeding pending by or against any constituent entity may be prosecuted to judgment with right of appeal as if the merger or consolidation had not taken place, or the surviving or new entity may be substituted in place of any constituent entity.

(6) All the rights of creditors of each constituent entity are preserved unimpaired, and all liens upon the property of any constituent entity are preserved unimpaired, on only the property affected by those liens immediately before the effective date of the merger or consolidation. When a partner of a constituent partnership is not a general partner of the entity surviving or the new entity resulting from the merger or consolidation, the former partner is deemed to have dissociated as of that effective date of the merger or consolidation and the former partner's liability to third parties is determined in accordance with section 1776.56 of the Revised Code. The filing of a certificate of merger or consolidation from which it is clear that the former partner is not a general partner of the surviving or new entity has

the effect provided by the filing of a statement of dissociation as provided in section 1776.57 of the Revised Code.

(B) When a partner of a constituent partnership is not a general partner of the entity surviving or the new entity resulting from the merger or consolidation, unless that partner agrees otherwise in writing, the surviving or new entity shall indemnify the partner against all present or future liabilities of the constituent partnership of which the partner was a partner. Any amount payable pursuant to section 1776.77 of the Revised Code to a partner of the constituent partnership in which that partner was a partner is a present liability of that constituent partnership.

(C) In the case of a merger of a constituent domestic partnership into a foreign surviving corporation, limited liability company, limited partnership, or limited liability partnership that is not licensed or registered to transact business in this state, or a consolidation of a constituent domestic partnership into a new foreign corporation, limited liability company, limited partnership, or limited liability partnership when the surviving or new entity intends to transact business in this state and the certificate of merger or consolidation is accompanied by the information described in division (B)(4) of section 1776.70 of the Revised Code, then on the effective date of the merger or consolidation the surviving or new entity shall be considered to have complied with the requirements for procuring a license or for registration to transact business in this state as a foreign corporation, limited liability company, limited partnership, or limited liability partnership, as the case may be. In such a case, a copy of the certificate of merger or consolidation certified by the secretary of state constitutes the license certificate prescribed for a foreign corporation or the application for registration prescribed for a foreign limited liability company or foreign limited partnership.

(D) Any action to set aside any merger or consolidation on the ground that any section of the Revised Code applicable to the merger or consolidation has not been complied with shall be brought within ninety days after the effective date of the merger or consolidation or forever be barred.

(E) When an entity is organized or existing under the laws of any state other than this state, this section is subject to the laws of that state or the state in which the entity has property.

Sec. 1776.72. (A) Subject to division (B)(2) of this section, pursuant to a written declaration of conversion as provided in this section, a domestic or foreign entity other than a domestic partnership may be converted into a domestic partnership if that conversion is permitted by any section of the

Revised Code or the laws under which the converting entity exists.

(B)(1) The written declaration of conversion shall set forth all of the following:

(a) The name and form of entity that is being converted, the name of the entity into which the entity is being converted, and the jurisdiction of formation of the converting entity;

(b) If the converted entity is a limited liability partnership, the converted entity's registration application;

(c) The partnership agreement of the converted domestic partnership or a provision that the written agreement of the converting entity, a copy of which shall be attached to the declaration of conversion, with any amendments that are set forth in the declaration of conversion, is the agreement of the resulting converted domestic partnership;

(d) The partners of the converted partnership;

(e) All statements and matters required to be set forth in an instrument of conversion by the laws under which the converting entity exists;

(f) The terms of the conversion, the mode of carrying those terms into effect, and the manner and basis of converting the interests or shares of the converting entity into, or exchanging the interests or shares in the converting entity for, interests, evidences of indebtedness, other securities, cash, rights, or any other property or any combination of interests, evidences of indebtedness, other securities, cash, rights, or any other property of the converted partnership.

(2) No conversion or exchange described in this section shall be effected if there are reasonable grounds to believe that the conversion or exchange would render the converted partnership unable to pay its obligations as they become due in the usual course of its affairs.

(C) The written declaration of conversion may set forth any of the following:

(1) The effective date of the conversion, to be on or after the date of the filing of the certificate of conversion pursuant to section 1776.74 of the Revised Code;

(2) A provision authorizing the converting entity to abandon the proposed conversion by an action that is taken prior to the filing of the certificate of conversion pursuant to section 1776.74 of the Revised Code;

(3) A statement of, or a statement of the method to be used to determine, the fair value of the assets owned by the converting entity at the time of the conversion;

(4) The parties to the declaration of conversion in addition to the converting entity;

(5) Any additional provision necessary or desirable with respect to the proposed conversion or the converted entity.

(D) At any time before the filing of the certificate of conversion pursuant to section 1776.74 of the Revised Code, the conversion may be abandoned by any representatives authorized to do so by the declaration of conversion, or by the same vote as was required to adopt the declaration of conversion.

(E) Unless the converted entity is a limited liability partnership, each person that will be a partner of the partnership that is the converted entity specifically shall agree in writing to be a partner in the partnership that is the converted entity.

Sec. 1776.73. (A) Except as otherwise provided in division (B)(2) of this section, a domestic partnership may be converted into a domestic or foreign entity other than a domestic partnership pursuant to a written declaration of conversion as this section provides if that conversion is permitted by the chapter of the Revised Code or by the laws under which the converted entity will exist.

(B)(1) The written declaration of conversion shall set forth all of the following:

(a) The name and form of entity that is being converted, the name of the entity into which the entity will be converted, the form of the converted entity, and the jurisdiction of formation of the converted entity;

(b) If the converted entity is a domestic entity, the complete terms of all documents required under the applicable chapter of the Revised Code to form the converted entity;

(c) If the converted entity is a foreign entity, all of the following:

(i) The complete terms of all documents required under the law governing the converted entity's formation;

(ii) The consent of the converted entity to be sued and served with process in this state, and the irrevocable appointment of the secretary of state as the agent of the converted entity to accept service of process in this state to enforce against the converted entity any obligation of the converting partnership or to enforce the rights of a dissenting partner of the converting partnership;

(iii) If the converted entity desires to transact business in this state, the information required to qualify or be licensed under the applicable chapter of the Revised Code.

(d) All other statements and matters required to be set forth in the declaration of conversion by the applicable chapter of the Revised Code if the converted entity is a domestic entity, or by the laws under which the

converted entity will be formed, if the converted entity is a foreign entity:

(e) The terms of the conversion, the mode of carrying those terms into effect, and the manner and basis of converting the interests of shares of the converting partnership into, or exchanging the interests in the converting partnership for, interests, evidences of indebtedness, other securities, cash, rights, or any other property or any combination of interests, evidences of indebtedness, other securities, cash, rights, or any other property of the converted entity.

(2) No conversion or exchange described in this section shall be effected if there are reasonable grounds to believe that the conversion or exchange would render the converted entity unable to pay its obligations as the obligations become due in the usual course of its affairs.

(C) The written declaration of conversion may set forth any of the following:

(1) The effective date of the conversion, to be on or after the filing date of the certificate of conversion pursuant to section 1776.74 of the Revised Code;

(2) A provision authorizing the converting partnership to abandon the proposed conversion by an action of the partners of the converting partnership that is taken prior to filing the certificate of conversion pursuant to section 1776.74 of the Revised Code;

(3) A statement of, or a statement of the method to be used to determine, the fair value of the assets owned by the converting partnership at the time of the conversion;

(4) A listing of the parties to the declaration of conversion, in addition to the converting entity;

(5) Any additional provision necessary or desirable with respect to the proposed conversion or the converted entity.

(D) No declaration of conversion is effective unless adopted by the partners.

(E)(1) Each partner, whether or not entitled to vote or act, shall be given written notice of any meeting of partners of a partnership or any proposed action by the partners that is to adopt a declaration of conversion. The notice shall be given to the partners either as provided in writing in the partnership agreement, by mail at the address of each partner as it appears on the records of the partnership, or in person. Unless the partnership agreement provides a shorter or longer period, notice shall be given not less than seven nor more than sixty days before the meeting or the effective date of the action.

(2) A copy or a summary of the material provisions of the declaration of conversion shall accompany the notice described in division (E)(1) of this

section.

(F) The unanimous vote or action of the partners of a converting partnership, or a different number or proportion as provided in writing in the partnership agreement, is required to adopt a declaration of conversion. If the declaration of conversion would effect or authorize any action that under any applicable law or the partnership agreement could be effected or authorized only pursuant to a specified vote or action of the partners or a class or group of partners, the same vote or action as would be required to effect that change or authorize that action is necessary to adopt or approve the declaration of conversion.

(G)(1) At any time before the filing of the certificate of conversion pursuant to section 1776.74 of the Revised Code, the conversion may be abandoned by all of the partners of the converting partnership or by any representatives authorized to do so by the declaration of conversion, or by the same vote as was required to adopt the declaration of conversion.

(2) The declaration of conversion may contain a provision authorizing less than all of the partners to amend the declaration of conversion at any time before the filing of the certificate of conversion pursuant to section 1776.74 of the Revised Code, except that after the partners adopt the declaration of conversion, approval of all of the partners is necessary to amend the declaration of conversion to do any of the following:

(a) Alter or change the amount or kind of interests, shares, evidences of indebtedness, other securities, cash, rights, or any other property to be received by the partners of the converting partnership in conversion of, or exchange for, their interests;

(b) Alter or change any term of the organizational documents of the converted entity except for alterations or changes that are adopted with the vote or action of the persons the vote or action of which would be required for the alteration or change after the conversion;

(c) Alter or change any other terms and conditions of the declaration of conversion if any of the alterations or changes, alone or in the aggregate, materially and adversely would affect the partners or any class or group of partners of the converting partnership.

Sec. 1776.74. (A) Upon the adoption of a declaration of conversion pursuant to section 1776.72 or 1776.73 of the Revised Code, or at a later time as authorized by the declaration of conversion, a certificate of conversion that is signed by an authorized representative of the converting entity shall be filed by the authorized representative with the secretary of state. The certificate shall be on a form prescribed by the secretary of state and shall set forth only the information required by this section.

(B)(1) The certificate of conversion shall set forth all of the following:

(a) The name and the form of entity of the converting entity and the state under the laws of which the converting entity exists;

(b) A statement that the converting entity has complied with all of the laws under which it exists and that those laws permit the conversion;

(c) The name and mailing address of the person or entity that is to provide a copy of the declaration of conversion in response to any written request made by a shareholder, partner, or member of the converting entity;

(d) The effective date of the conversion, which date may be on or after the date of the filing of the certificate pursuant to this section;

(e) The signature of the representative or representatives authorized to sign the certificate on behalf of the converting entity and the office held or the capacity in which the representative is acting;

(f) A statement that the declaration of conversion is authorized on behalf of the converting entity and that each person who has signed the certificate on behalf of the converting entity is authorized to do so;

(g) The name and the form of the converted entity and the state under the laws of which the converted entity will exist;

(h) If the converted entity is a foreign entity that will not be licensed in this state, the name and address of the statutory agent upon whom any process, notice, or demand may be served.

(2) In the case of a conversion into a new domestic corporation, limited liability company, limited partnership, or other partnership, any organizational document that would be filed upon the creation of the converted entity shall be filed with the certificate of conversion.

(3) If the converted entity is a foreign entity that desires to transact business in this state, the certificate of conversion shall be accompanied by the information required by division (B)(7), (8), (9), or (10) of section 1776.69 of the Revised Code.

(4) If a domestic corporation or a foreign corporation licensed to transact business in this state is the converting entity, the certificate of conversion shall be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 of the Revised Code with respect to a converting domestic corporation, or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to a foreign corporation.

(C) If the converting entity or the converted entity is organized or formed under the laws of a state other than this state or under any chapter of the Revised Code other than this chapter, all documents required to be filed in connection with the conversion by the laws of that state or that chapter

also shall be filed in the proper office.

(D) Upon the filing of a certificate of conversion and other filings required by division (C) of this section, or at any later date that the certificate of conversion specifies, the conversion is effective, subject to the limitation that no conversion shall be effected if there are reasonable grounds to believe that the conversion would render the converted entity unable to pay its obligations as the obligations become due in the usual course of the converted entity's affairs.

(E) Upon request and payment of the fee specified in division (K)(2) of section 111.16 of the Revised Code, the secretary of state shall furnish a certificate setting forth all of the following:

(1) The name and form of entity of the converting entity and the state under the laws of which it existed prior to the conversion;

(2) The name and the form of entity of the converted entity and the state under the law of which it will exist;

(3) The date of filing of the certificate of conversion with the secretary of state and the effective date of the conversion.

(F) The certificate of the secretary of state or a copy of the certificate of conversion certified by the secretary of state, may be filed for record in the office of the recorder of any county in this state and, if filed, shall be recorded in the records of deeds for that county. For the recording, the county recorder shall charge and collect the same fee as in the case of deeds.

Sec. 1776.75. (A) Upon a conversion becoming effective, all of the following apply:

(1) The converting entity is continued in the converted entity.

(2) The converted entity exists, and the converting entity ceases to exist.

(3) The converted entity possesses both of the following and both of the following continue in the converted entity without any further act or deed:

(a) Except to the extent limited by requirements of applicable law, both of the following:

(i) All assets and property of every description of the converting entity and every interest in the assets and property of the converting entity, wherever the assets, property, and interests are located. Title to any real estate or any interest in real estate that was vested in the converting entity does not revert or in any way is impaired by reason of the conversion.

(ii) The rights, privileges, immunities, powers, franchises, and authority, whether of a public or a private nature, of the converting entity.

(b) All obligations belonging or due to the converting entity.

(4) All the rights of creditors of the converting entity are preserved unimpaired, and all liens upon the property of the converting entity are

preserved unimpaired. A partner of a converting partnership who is not a general partner of the converted entity is not liable for any obligation incurred after the conversion except for either of the following:

(a) If the converted entity is a partnership, to the extent that a creditor of the converting partnership extends credit to the converted entity, reasonably believing that the former partner is a general partner of the converted entity;

(b) If the converted entity is not a partnership then to the extent provided in division (B) of section 1776.56 of the Revised Code, deeming for purposes of this division that a certificate of conversion constitutes a statement of dissociation under section 1776.57 of the Revised Code.

(B) If a partner of a converting partnership is not a general partner of the converted entity, unless that partner agrees otherwise in writing, the converted entity shall indemnify the partner against all present or future liabilities of the converting partnership of which the partner was a partner. Liabilities of the converting partnership, for purposes of this division, include any amount payable pursuant to section 1776.77 of the Revised Code to a partner of the converting partnership.

(C) In the case of a conversion into a foreign corporation, limited liability company, limited partnership, or limited liability partnership that is not licensed or registered to transact business in this state, if the converted entity intends to transact business in this state and the certificate of conversion is accompanied by the information described in division (B)(4) of section 1776.70 of the Revised Code, on the effective date of the conversion the converted entity is considered to have complied with the requirements for procuring a license or registration to transact business in this state as a foreign corporation, limited liability company, limited partnership, or limited liability partnership as the case may be. A copy of the certificate of conversion certified by the secretary of state constitutes the license certificate prescribed for a foreign corporation or the application for registration prescribed for a foreign limited liability company, foreign limited partnership, or foreign limited liability partnership.

(D) Any action to set aside a conversion on the grounds of noncompliance with a section of the Revised Code that is applicable to the conversion shall be forever barred unless that action is brought within ninety days after the effective date of the conversion.

(E) In the case of a converting or converted entity organized or existing under the laws of any state other than this state, this section is subject to the laws of the state under which that entity exists or in which it has property.

Sec. 1776.76. (A) Unless otherwise provided in writing in the partnership agreement of a constituent domestic partnership, all of the

following are entitled to relief as dissenting partners as provided in section 1776.77 of the Revised Code:

(1) Partners of a domestic partnership that is being merged or consolidated into a surviving or new entity, domestic or foreign, pursuant to section 1776.68 or 1776.69 of the Revised Code;

(2) In the case of a merger into a domestic partnership, partners of the surviving domestic partnership who under section 1776.68 of the Revised Code are entitled to vote or act on the adoption of an agreement of merger, but only as to the interests so entitling them to vote or act.

(3) Partners of a domestic partnership that is converting into a converted entity pursuant to section 1776.73 of the Revised Code.

(B) Unless otherwise expressly agreed to in writing, a general partner of any constituent partnership is liable to the partners of the constituent partnership for any amount payable to them pursuant to section 1776.77 of the Revised Code as if the amount payable were an existing liability of the constituent partnership at the time of the merger, consolidation, or conversion.

Sec. 1776.77. (A) A partner of a domestic partnership is entitled to relief as a dissenting partner with respect to the proposals described in section 1776.76 of the Revised Code only as this section provides.

(B)(1) When a proposal of merger, consolidation, or conversion is submitted to the partners at a meeting, a partner may be a dissenting partner only if that partner is a record holder of the partnership interests as to which the partner seeks relief as of the date fixed for the determination of partners entitled to notice of the meeting, and has not voted those interests in favor of the proposal.

(2) Not later than ten days after the date on which a vote on a proposal for merger, consolidation, or conversion is taken at the meeting of the partners, a dissenting partner shall deliver to the partnership a written demand for payment of the fair cash value of the interests to which the dissenting partner seeks relief. The demand shall state the dissenting partner's address, the number and class of those interests, and the amount the dissenting partner claims as the fair cash value of the interests.

(C)(1) If the proposal of merger, consolidation, or conversion is submitted to the partners for written approval or other action without a meeting, a partner may be a dissenting partner only if on the date the request for approval or action is sent to the partners entitled to act or approve the partner is a record holder of those interests of the partnership to which the partner seeks relief and the partner did not indicate approval of the proposal in the partner's capacity as a holder of those interests.

(2) Not later than fifteen days after the date on which the request for approval of or action on the proposal is sent to the partners, the dissenting partner shall deliver to the partnership a written demand for payment of the fair cash value of the interests to which the partner seeks relief. The demand shall state the dissenting partner's address, the number and class of interests, and the amount the partner claims as the fair cash value of those interests.

(D) In any merger or consolidation, a demand served on the involved constituent domestic partnership constitutes service on the surviving entity or the new entity, whether that demand is served before, on, or after the effective date of the merger or consolidation. In any conversion, a demand served on the converting domestic partnership constitutes service on the converted entity, whether that demand is served before, on, or after the effective date of the conversion.

(E)(1) When the interests as to which a dissenting partner seeks relief are represented by certificates, and the domestic partnership sends the dissenting partner a request for certificates representing those interests, within fifteen days from the date on which the request is sent, the dissenting partner shall deliver to the partnership the requested certificates. The partnership shall endorse a legend on each certificate to the effect that the partner has made a demand for the fair cash value of the interests the certificate represents. The partnership promptly shall return the endorsed certificates to the dissenting partner.

(2) At the option of the partnership, the partnership may terminate a partner's rights as a dissenting partner by sending a written notice to the dissenting partner within twenty days after the lapse of the fifteen-day period if the partner fails to deliver the certificates, unless a court for good cause shown otherwise directs. A partnership's request pursuant to this division is not an admission that the holder of the interest is entitled to relief under this section.

(3) If an interest represented by a certificate that contains a legend is transferred, each new certificate issued shall bear a similar legend and the name of the original dissenting holder of those interests.

(4) Upon receiving a demand for payment from a dissenting partner who is a record holder of uncertificated interests, the partnership shall make an appropriate notation of the demand for payment in its records. When an uncertificated interest for which a dissenting partner demands payment is to be transferred, any writing to evidence that transfer shall bear the legend required for certificated interests as this section provides.

(5) A transferee of interests who receives an endorsed certificate or an uncertificated interest with a notation acquires only those rights in the

partnership as the original partner holding those interests had immediately after the service of a demand for payment of the fair cash value of the interests.

(F) Unless the partnership agreement of the constituent domestic partnership provides a reasonable basis for determining and paying the fair cash value of the interests for which a dissenting partner seeks relief, or unless the partnership and the dissenting partner have come to an agreement on the fair cash value of the interests, the dissenting partner or the partnership, which may be the surviving or new entity in the case of a merger or consolidation, or the converted entity in the case of a conversion, within ninety days after the service of the dissenting partner's demand, may file a complaint under section 1776.78 of the Revised Code in the court of common pleas of the county in which the principal office of the partnership that issued the interests is located or was located when the partners adopted the proposal of merger, consolidation, or conversion. The complaint shall be filed in the court of common pleas of Franklin county if the domestic partnership does not have, or did not have at the time of the demand, its principal office in this state.

Other dissenting partners, within that ninety-day period, may join as plaintiffs or may be joined as defendants, and any two or more proceedings may be consolidated.

(G) The right and obligation of a dissenting partner to receive fair cash value and to sell the interests to which the dissenting partner seeks relief, and the right and obligation of the domestic partnership to purchase those interests and to pay the fair cash value of them, terminate under any of the following circumstances:

(1) The dissenting partner does not comply with this section, unless the partnership waives that failure.

(2) The partnership abandons the merger, consolidation, or conversion or is finally enjoined or prevented from carrying it out, or the partners rescind their adoption or approval of the merger, consolidation, or conversion.

(3) The dissenting partner withdraws the demand, with the consent of the partnership.

(4) The partnership agreement does not provide a reasonable basis for determining and paying the dissenting partner the fair cash value of the dissenting partner's interest, the partnership and the dissenting partner have not agreed upon the fair cash value of the interest, and neither the dissenting partner nor the partnership has filed or joined in a complaint under division (F) of this section within the period that division provides.

(H)(1) Unless otherwise provided in the partnership agreement, from the time the dissenting partner gives a demand until either the termination of the rights and obligations arising from it or the purchase of the interests by the partnership, all other rights accruing from those interests, including voting or distribution rights, are suspended. If, during the suspension, any distribution is paid in money upon interests of that class, or any dividend, distribution, or interest is paid in money upon any securities issued in extinguishment of, or in substitution for, that interest, the holder of record shall be paid as a credit upon the fair cash value of the interests an amount equal to the dividend, distribution, or interest that would have been payable upon those interests or securities, if not for the suspension.

(2) If the right to receive the fair cash value is terminated other than by the purchase of the interests by the partnership, all rights of the dissenting partner shall be restored and all distributions that would have been made if not for the suspension shall be made to the holder of record of the interests at the time of termination.

Sec. 1776.78. (A)(1) When authorized by division (F) of section 1776.77 of the Revised Code, a dissenting partner or a partnership may file a complaint under this section demanding the relief this section describes. Any complaint shall contain a brief statement of the facts, including the vote or action by the partners and the facts entitling the dissenting partner to the relief demanded. No answer to a complaint is required. Upon the filing of a complaint, the court, on motion of the petitioner, shall enter an order fixing a date for a hearing and require a copy of the complaint, a notice of the filing, and the date for the hearing be given to the respondent or defendant pursuant to the Rules of Civil Procedure.

(2) On the date fixed for the hearing, the court shall determine from the complaint and from evidence either party submits whether the dissenting partner is entitled to be paid the fair cash value of any interests and, if so, the number and class of those interests. The court may appoint one or more persons as appraisers to receive evidence and to recommend a decision on the amount of the fair cash value if the court finds that the dissenting partner is entitled to the payment of the fair cash value of interests. The appraisers have the power and authority as the order of their appointment specifies. The court shall make a finding as to the fair cash value of the interests and shall render judgment against the partnership for the payment of it, with interest at a rate and from a date as the court considers equitable.

(3) The court shall assess or apportion the costs of the proceeding, including reasonable compensation to the appraisers to be fixed by the court, as the court considers equitable. The proceeding is a special proceeding and

final orders in it may be vacated, modified, or reversed on appeal pursuant to the rules of appellate procedure and, to the extent not in conflict with those rules, to Chapter 2505. of the Revised Code.

(4) If, during the pendency of any proceeding under this section, a suit or proceeding is instituted to enjoin or otherwise to prevent the carrying out of the action as to which the partner has dissented, the proceeding instituted under this section shall be stayed until the final determination of the other suit or proceeding.

(5) Unless any provision of division (G) of section 1776.77 of the Revised Code applies, the fair cash value of the interests that the parties agree upon under section 1776.77 of the Revised Code or that the court fixes under this section shall be paid within thirty days after the date of final determination of value or the consummation of the merger, consolidation, or conversion, whichever occurs last, provided that in the case of holders of interests represented by certificates, payment shall be made only upon and simultaneously with the surrender to the domestic partnership of the certificates representing the interests for which the payment is made.

(B) If the proposal of merger, consolidation, or conversion is submitted to the partners of the partnership for a vote at a meeting, the fair cash value as to those partners shall be determined as of the day before the day on which the vote is taken. If the proposal is submitted to the partners for written approval or other action, the fair cash value as to those partners shall be determined as of the day prior to the day on which the request for the approval or action is sent.

(C) The fair cash value of an interest for purposes of this section is the amount that a willing seller who is under no compulsion to sell would be willing to accept and that a willing buyer who is under no compulsion to purchase would be willing to pay. In no case shall the fair cash value paid to any partner exceed the amount specified in that partner's demand. The computation of the fair cash value shall exclude any appreciation or depreciation in value resulting from the merger, consolidation, or conversion.

Sec. 1776.79. When a domestic partnership is a constituent entity to a merger or consolidation that has become effective, and that domestic partnership is not the surviving or resulting entity of the merger or consolidation, or a domestic partnership is the converting entity in a conversion, a judgment creditor of a partner of that domestic partnership shall not levy execution against the assets of the partner to satisfy a judgment based on a claim against the surviving or resulting entity of the merger, consolidation, or conversion unless any of the following applies:

(A) The claim is for an obligation of the domestic partnership for which the partner is liable as this chapter provides and any of the following is true:

(1) A judgment based on the same claim entered was against the surviving or resulting entity of the merger, consolidation, or conversion and a writ of execution on the judgment was returned unsatisfied in whole or in part.

(2) The surviving or resulting entity of the merger or consolidation or the entity resulting from the conversion is a debtor in bankruptcy.

(3) The partner agreed that the creditor need not exhaust the assets of a domestic partnership that was not the surviving or resulting entity of the merger, consolidation, or conversion.

(4) The partner agreed that the creditor need not exhaust the assets of the surviving or resulting entity of the merger or consolidation or the entity resulting from the conversion.

(B) A court grants permission to the judgment creditor to levy execution against the assets of the partner based on a finding that the assets of the surviving or resulting entity of the merger, consolidation, or conversion that are subject to execution are clearly insufficient to satisfy the judgment, that exhaustion of the assets of the surviving or resulting entity is excessively burdensome, or that the grant of permission is an appropriate exercise of the court's equitable powers.

(C) Liability is imposed on the partner by law or contract independent of the existence of the surviving or resulting entity of the merger, consolidation, or conversion.

Sec. 1776.81. (A) A partnership may become a limited liability partnership pursuant to this section.

(B) Any terms and conditions by which a partnership becomes a limited liability partnership shall be approved by the vote necessary to amend the partnership agreement except when the partnership agreement expressly considers obligations to contribute to the partnership, in which case the required vote is the vote necessary to amend those provisions.

(C) After the approval division (B) of this section requires, a partnership may become a limited liability partnership by filing with the secretary of state a statement of qualification. The statement shall contain all of the following:

(1) The name of the partnership;

(2) The street address of the partnership's chief executive office and, if the partnership's chief executive office is not in this state, the street address of any office in this state;

(3) If the partnership does not have an office in this state, the name and

street address of the partnership's agent for service of process:

(4) A statement that the partnership elects to be a limited liability partnership;

(5) Any deferred effective date.

(D) The agent of a limited liability partnership for service of process shall be an individual who is a resident of this state or other person authorized to do business in this state.

(E) The status of a partnership as a limited liability partnership is effective on the later of the filing of the statement or a date specified in the statement. The status remains effective, regardless of changes in the partnership, until it is canceled pursuant to division (D) of section 1776.05 of the Revised Code or revoked pursuant to section 1776.83 of the Revised Code.

(F) The status of a partnership as a limited liability partnership and the liability of its partners is not affected by errors or later changes in the information required to be contained in the statement of qualification under division (C) of this section.

(G) The filing of a statement of qualification establishes that a partnership has satisfied all conditions precedent to the qualification of the partnership as a limited liability partnership.

(H) An amendment or cancellation of a statement of qualification is effective when it is filed or on a deferred effective date specified in the amendment or cancellation.

(I) Notwithstanding any contrary provisions of this chapter, a domestic partnership having the status of a registered limited liability partnership under predecessor law has the status of a limited liability partnership under this chapter as of the date this chapter governs that partnership, which is on or after the first day of January, 2009, but not later than the first day of January, 2010. To the extent the partnership has not filed a statement of qualification pursuant to this section, the latest application or renewal application filed by that partnership under the predecessor law constitutes a statement of qualification under this section.

Sec. 1776.82. The name of a limited liability partnership shall contain "registered limited liability partnership," "registered partnership having limited liability," "limited liability partnership," "R.L.L.P.," "P.L.L.," "L.L.P.," "RLLP," "PLL," or "LLP."

Sec. 1776.83. (A) A limited liability partnership and a foreign limited liability partnership authorized to transact business in this state shall file a biennial report in the office of the secretary of state. The report shall contain all of the following:

(1) The name of the limited liability partnership and the state or other jurisdiction under whose laws the foreign limited liability partnership is formed;

(2) The street address of the partnership's chief executive office and, if the partnership's chief executive office is not in this state, the street address of any office of the partnership in this state;

(3) If the partnership does not have an office in this state, the name and street address of the partnership's current agent for service of process.

(B) A partnership shall file a biennial report between the first day of April and the first day of July of each odd-numbered year that follows the calendar year in which the partnership files a statement of qualification or a foreign partnership becomes authorized to transact business in this state.

(C) The secretary of state may revoke the statement of qualification of any partnership that fails to file a biennial report when due or pay the required filing fee. To revoke a statement, the secretary of state shall provide the partnership at least sixty days' written notice of the intent to revoke, mailed to the partnership at its chief executive office set forth in the last filed statement of qualification or biennial report. The notice shall specify the report that the partnership failed to file, the unpaid fee, and the effective date of the revocation. The revocation is not effective if the partnership files the report and pays the fee before the effective date of the revocation.

(D) A revocation under division (C) of this section affects only a partnership's status as a limited liability partnership and is not an event of dissolution of the partnership.

(E) A partnership whose statement of qualification is revoked may apply to the secretary of state for reinstatement within two years after the effective date of the revocation. The application for reinstatement shall state the name of the partnership, the effective date of the revocation, and that the ground for revocation either did not exist or has been corrected.

(F) A reinstatement under division (E) of this section relates back to and takes effect as of the effective date of the revocation, and the partnership's status as a limited liability partnership continues as if the revocation had never occurred.

Sec. 1776.84. (A) A limited liability partnership shall not make a distribution to a partner to the extent that at the time of the distribution and after giving effect to the distribution, all liabilities of the limited liability partnership exceed the fair value of the assets of the limited liability partnership, other than liabilities to partners on account of their economic interests and liabilities for which the recourse of creditors is limited to

specified property. The fair value of property that is subject to a liability for which the recourse of creditors is limited shall be included in the assets of the limited liability partnership only to the extent that the fair value of that property exceeds that liability. For purposes of this section, the term "distribution" does not include amounts constituting reasonable compensation for present or past services or reasonable payments made in the ordinary course of business pursuant to a bona fide retirement plan or other benefits program.

(B) A partner of a limited liability partnership who receives a distribution in violation of division (A) of this section is liable to the partnership for the amount of that distribution. This section does not affect any obligation or liability of a partner of a limited liability partnership under an agreement or other applicable law for the amount of a distribution.

Sec. 1776.85. (A) The law under which a foreign limited liability partnership is formed governs relations among the partners and between the partners and the partnership and the liability of partners for obligations of the partnership.

(B) A foreign limited liability partnership may not be denied a statement of foreign qualification by reason of any difference between the law under which the partnership was formed and the law of this state.

(C) A statement of foreign qualification does not authorize a foreign limited liability partnership to engage in any business or exercise any power that a partnership may not engage in or exercise in this state as a limited liability partnership.

Sec. 1776.86. (A) A foreign limited liability partnership shall file a statement of foreign qualification with the secretary of state prior to transacting any business in this state. The statement shall contain all of the following:

(1) The name of the foreign limited liability partnership. The name shall satisfy the requirements of the state or other jurisdiction under whose law it is formed and shall end with "registered limited liability partnership," "limited liability partnership," "R.L.L.P.," "L.L.P.," "RLLP," or "LLP."

(2) The street address of the partnership's chief executive office and, if the partnership's chief executive office is not in this state, the street address of any partnership office in this state;

(3) If there is no office of the partnership in this state, the name and street address of the partnership's agent for service of process;

(4) Any deferred effective date;

(5) Evidence of existence in its jurisdiction of origin.

(B) The agent of a foreign limited liability partnership for service of

process shall be an individual who is a resident of this state or another person authorized to do business in this state.

(C) The status of a partnership as a foreign limited liability partnership is effective on the later of the filing of the statement of foreign qualification or a date specified in the statement. The status remains effective, regardless of changes in the partnership, until it is canceled pursuant to division (D) of section 1776.05 of the Revised Code or revoked pursuant to section 1776.83 of the Revised Code.

(D) An amendment or cancellation of a statement of foreign qualification is effective when it is filed or on a deferred effective date specified in the amendment or cancellation.

Sec. 1776.87. (A) A foreign limited liability partnership transacting business in this state may not maintain an action or proceeding in this state unless it has in effect a statement of foreign qualification.

(B) The failure of a foreign limited liability partnership to have a statement of foreign qualification that is in effect does not impair the validity of any contract or act of that partnership or preclude it from defending an action or proceeding in this state.

(C) A limitation on personal liability of a partner is not waived or otherwise affected by transacting business in this state without a statement of foreign qualification.

(D) If a foreign limited liability partnership transacts business in this state without a statement of foreign qualification, the secretary of state is its agent for service of process with respect to a right of action arising out of the transaction of business in this state.

Sec. 1776.88. (A) Activities of a foreign limited liability partnership that do not constitute transacting business for the purpose of section 1776.86 of the Revised Code include all of the following:

- (1) Maintaining, defending, or settling an action or proceeding;
- (2) Holding meetings of its partners or carrying on any other activity concerning its internal affairs;
- (3) Maintaining bank accounts;
- (4) Maintaining offices or agencies for the transfer, exchange, and registration of the partnership's own securities or maintaining trustees or depositories with respect to those securities;
- (5) Selling through independent contractors;
- (6) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;
- (7) Creating or acquiring indebtedness, with or without a mortgage or

other security interest in property:

(8) Collecting debts or foreclosing mortgages or other security interests in property securing the debts, and holding, protecting, and maintaining property so acquired;

(9) Conducting an isolated transaction that is completed within thirty days and is not one in the course of similar transactions;

(10) Transacting business in interstate commerce.

(B) For purposes of section 1776.86 of the Revised Code, the ownership in this state of income-producing real property or tangible personal property, other than property excluded under division (A) of this section, constitutes transacting business in this state.

(C) This section does not apply in determining the contacts or activities that may subject a foreign limited liability partnership to service of process, taxation, or regulation under any other law of this state.

Sec. 1776.89. The attorney general may maintain an action to restrain a foreign limited liability partnership from transacting business in this state that is in violation of division (C) of section 1776.85 of the Revised Code.

Sec. 1776.91. This chapter shall be applied and construed to effectuate the general purpose to make uniform the law with respect to the subject of this chapter among states enacting the uniform partnership act (1997) except where it expressly differs substantially from the uniform partnership act (1997).

Sec. 1776.92. This chapter may be cited as the "Ohio Uniform Partnership Act (1997)."

Sec. 1776.95. (A) Prior to the first day of January, 2010, this chapter governs the following partnerships:

(1) A partnership formed on or after the first day of January, 2009, except a partnership that is continuing the business of a dissolved partnership under section 1775.40 of the Revised Code;

(2) A partnership formed before the first day of January, 2009, that elects pursuant to division (C) of this section, to be governed by this chapter.

(B) On and after the first day of January, 2010, this chapter governs all partnerships.

(C)(1) On and after the first day of January, 2009, but prior to the first day of January, 2010, a partnership voluntarily may elect, in the manner provided in its partnership agreement or by law for amending the partnership agreement, to be governed by this chapter.

(2) The provisions of this chapter relating to the liability of the partnership's partners to third parties apply to limit those partners' liability to a third party who did business with the partnership within one year before

the partnership's election to be governed by this chapter only if the third party knows or has received a notification of the partnership's election to be governed by this chapter.

Sec. 1776.96. This chapter does not affect any action or proceeding that commences, or any right that accrues, before the date the partnership is governed by this chapter as determined pursuant to section 1776.95 of the Revised Code.

Sec. 1777.07. (A) This chapter does not govern any partnership on and after the first day of January, 2010.

(B) This chapter does not govern any partnership that is formed on or after the first day of January, 2009. Chapter 1776. of the Revised Code governs any partnership formed on or after that date.

(C) This chapter does not govern any partnership that elects to be governed by Chapter 1776. of the Revised Code pursuant to procedures in division (C) of section 1776.95 of the Revised Code, on and after the date the partnership elects to be governed by that chapter.

Sec. 1779.12. (A) This chapter does not govern any partnership on and after the first day of January, 2010.

(B) This chapter does not govern any partnership that is formed on or after the first day of January, 2009. Chapter 1776. of the Revised Code governs any partnership formed on or after that date.

(C) This chapter does not govern any partnership that elects to be governed by Chapter 1776. of the Revised Code pursuant to procedures in division (C) of section 1776.95 of the Revised Code, on and after the date the partnership elects to be governed by that chapter.

Sec. 1782.02. (A) The name of any limited partnership, as set forth in its certificate of limited partnership, shall include "Limited Partnership," "L.P.," "Limited," or "Ltd." and shall not contain the name of a limited partner unless either of the following are true:

(1) It is also the name of a general partner;

(2) The business of the limited partnership had been carried on under that name before the admission of that limited partner.

(B) The name of a limited partnership shall be distinguishable upon the records in the office of the secretary of state from all of the following:

(1) The name of any other limited partnership registered in the office of the secretary of state pursuant to this chapter, whether domestic or foreign;

(2) The name of any domestic corporation that is formed under Chapter 1701. or 1702. of the Revised Code or any foreign corporation that is registered pursuant to Chapter 1703. of the Revised Code;

(3) The name of any limited liability company registered in the office of

the secretary of state pursuant to Chapter 1705. of the Revised Code, whether domestic or foreign;

(4) The name of any limited liability partnership registered in the office of the secretary of state pursuant to Chapter 1775. or 1776. of the Revised Code, whether domestic or foreign;

(5) Any trade name the exclusive right to which is at the time in question registered in the office of the secretary of state pursuant to Chapter 1329. of the Revised Code.

Sec. 1782.20. (A) Except as provided in division (C) of this section, when no certificate of limited partnership has been filed, a person who contributes to a business enterprise and who erroneously but in good faith believes that ~~he~~ the person has become a limited partner in the enterprise is not a general partner in the enterprise and is not bound by its obligations by reason of making the contribution, receiving distributions from the enterprise, or exercising any rights of a limited partner, if, within a reasonable time after ascertaining the mistake, ~~he~~ the person does either of the following:

(1) Causes an appropriate certificate of limited partnership to be executed and filed;

(2) Takes the action that is necessary to withdraw from the enterprise under the provisions of Chapter 1775. or 1776. of the Revised Code.

(B) Except as provided in division (C) of this section, when a certificate of limited partnership has been filed, a person who contributes to a business enterprise and who erroneously but in good faith believes that ~~he~~ the person has become a limited partner in the enterprise is not a general partner in the enterprise and is not bound by its obligations by reason of making the contribution, receiving distributions from the enterprise, or exercising any rights of a limited partner, if, within a reasonable time after ascertaining that the filed certificate of limited partnership inaccurately refers to ~~him~~ the person as a general partner, ~~he~~ the person does any of the following:

(1) Causes an appropriate certificate of amendment to be executed and filed amending the filed certificate of limited partnership;

(2) Takes such action as is necessary to withdraw from the enterprise under the provisions of section 1782.32 of the Revised Code;

(3) Executes and files a certificate of disclaimer of general partner status, together with a copy of the certificate of limited partnership that inaccurately refers to ~~him~~ the person as a general partner, in the office of the secretary of state and provides to the partnership a copy of that certificate of disclaimer. A certificate of disclaimer of general partner status shall be on a form prescribed by the secretary of state and shall include all of the

following:

(a) The name of the limited partnership and the file number assigned to it by the secretary of state;

(b) The date of the filing that inaccurately refers to the person as a general partner;

(c) The name of the person who inaccurately was referred to as a general partner.

(C) A person who makes a contribution of the kind described in division (A) or (B) of this section and who knew or should have known either that no certificate of limited partnership has been filed or that a certificate of limited partnership has been filed that inaccurately refers to ~~him~~ the person as a general partner is liable as a general partner to any third party who actually believed in good faith that the person was a general partner, but only to the extent that the third party acted in reasonable reliance on that belief and extended credit to the partnership in reasonable reliance on the credit of the person.

(D) If a person who has filed a certificate of disclaimer of general partner status pursuant to division (B)(3) of this section becomes aware that any statement in the certificate of disclaimer was materially false when made or that any arrangement or other fact described in the certificate has changed and that the certificate of disclaimer thus is materially inaccurate, the person promptly shall execute and file a certificate of cancellation of disclaimer of general partner status in the office of the secretary of state and provide a copy of that certificate of cancellation of disclaimer of general partner status to the partnership. The certificate of cancellation of disclaimer of general partner status shall be on a form prescribed by the secretary of state and shall include all of the following:

(1) The name of the limited partnership and the file number assigned to it by the secretary of state;

(2) The date on which the certificate of disclaimer of general partner status in question was filed;

(3) The name of the person identified on the certificate of disclaimer of general partner status pursuant to division (B)(3)(c) of this section.

Sec. 1782.60. (A) This chapter shall be applied and construed to effectuate its general purpose to make uniform the law with respect to the subject of this chapter among states enacting the Uniform Limited Partnership Act (1985), national conference of commissioners on uniform state laws, except to the extent that the provisions of this chapter differ from those of that uniform act.

(B) In any case not provided for in this chapter, the provisions of

Chapter 1775. or 1776. of the Revised Code govern.

Sec. 1782.64. (A) A limited partnership may become a limited liability limited partnership by doing all of the following:

(1) Obtaining approval of the terms and conditions of the limited partnership becoming a limited liability limited partnership by the vote necessary to amend the limited partnership agreement. When a limited partnership agreement expressly considers contribution obligations, the required vote is the vote necessary to amend those provisions.

(2) Filing a statement of qualification under division (C) of section 1776.81 of the Revised Code;

(3) Complying with the name requirements of section 1776.82 of the Revised Code.

(B) A limited liability limited partnership continues to be the same entity that existed before the filing of a statement of qualification under division (C) of section 1776.81 of the Revised Code.

(C) Division (C) of section 1776.36 and division (B) of section 1776.37 of the Revised Code apply to both general and limited partners of a limited liability limited partnership.

Sec. 2307.30. (A) A joint debtor may make a separate composition or compromise with any creditor. Any composition or compromise shall be a full and effectual discharge to the debtor who makes it, but only to that person, from all liability to the creditor with whom it is made, according to its terms. A debtor who makes such a composition or compromise may take from the creditor a note or memorandum in writing exonerating the debtor from all individual liability incurred by reason of the joint debt. That note or memorandum may be given in evidence to bar the creditor's right of recovery against the debtor. If joint liability is by judgment in a court of record in this state, on production to and filing of the note or memorandum with the clerk of the court, the clerk shall discharge the judgment of record as far as the compromising debtor is concerned.

(B) A compromise or composition with one joint debtor shall not discharge other joint debtors or impair the right of the creditor to proceed against other joint debtors who have not been discharged. A joint debtor who is proceeded against may counterclaim against the creditor for any demand that could have been asserted as a counterclaim had the suit by the creditor been brought against all of the joint debtors.

(C) A compromise or discharge of one joint debtor does not prevent the other joint debtors from availing themselves of any defense, except that they shall not set up the discharge of one debtor as a discharge of the others unless it appears that all were intended to be discharged. The discharge of

one debtor is deemed a payment to the creditor equal to the proportionate liability of the discharged debtor.

(D) A compromise or composition by a joint debtor with a creditor does not affect any right the other joint debtors have to call on the discharged debtor for that person's ratable portion of the joint debt.

Sec. 2329.66. (A) Every person who is domiciled in this state may hold property exempt from execution, garnishment, attachment, or sale to satisfy a judgment or order, as follows:

(1)(a) In the case of a judgment or order regarding money owed for health care services rendered or health care supplies provided to the person or a dependent of the person, one parcel or item of real or personal property that the person or a dependent of the person uses as a residence. Division (A)(1)(a) of this section does not preclude, affect, or invalidate the creation under this chapter of a judgment lien upon the exempted property but only delays the enforcement of the lien until the property is sold or otherwise transferred by the owner or in accordance with other applicable laws to a person or entity other than the surviving spouse or surviving minor children of the judgment debtor. Every person who is domiciled in this state may hold exempt from a judgment lien created pursuant to division (A)(1)(a) of this section the person's interest, not to exceed five thousand dollars, in the exempted property.

(b) In the case of all other judgments and orders, the person's interest, not to exceed five thousand dollars, in one parcel or item of real or personal property that the person or a dependent of the person uses as a residence.

(2) The person's interest, not to exceed one thousand dollars, in one motor vehicle;

(3) The person's interest, not to exceed two hundred dollars in any particular item, in wearing apparel, beds, and bedding, and the person's interest, not to exceed three hundred dollars in each item, in one cooking unit and one refrigerator or other food preservation unit;

(4)(a) The person's interest, not to exceed four hundred dollars, in cash on hand, money due and payable, money to become due within ninety days, tax refunds, and money on deposit with a bank, savings and loan association, credit union, public utility, landlord, or other person. Division (A)(4)(a) of this section applies only in bankruptcy proceedings. This exemption may include the portion of personal earnings that is not exempt under division (A)(13) of this section.

(b) Subject to division (A)(4)(d) of this section, the person's interest, not to exceed two hundred dollars in any particular item, in household furnishings, household goods, appliances, books, animals, crops, musical

instruments, firearms, and hunting and fishing equipment, that are held primarily for the personal, family, or household use of the person;

(c) Subject to division (A)(4)(d) of this section, the person's interest in one or more items of jewelry, not to exceed four hundred dollars in one item of jewelry and not to exceed two hundred dollars in every other item of jewelry;

(d) Divisions (A)(4)(b) and (c) of this section do not include items of personal property listed in division (A)(3) of this section.

If the person does not claim an exemption under division (A)(1) of this section, the total exemption claimed under division (A)(4)(b) of this section shall be added to the total exemption claimed under division (A)(4)(c) of this section, and the total shall not exceed two thousand dollars. If the person claims an exemption under division (A)(1) of this section, the total exemption claimed under division (A)(4)(b) of this section shall be added to the total exemption claimed under division (A)(4)(c) of this section, and the total shall not exceed one thousand five hundred dollars.

(5) The person's interest, not to exceed an aggregate of seven hundred fifty dollars, in all implements, professional books, or tools of the person's profession, trade, or business, including agriculture;

(6)(a) The person's interest in a beneficiary fund set apart, appropriated, or paid by a benevolent association or society, as exempted by section 2329.63 of the Revised Code;

(b) The person's interest in contracts of life or endowment insurance or annuities, as exempted by section 3911.10 of the Revised Code;

(c) The person's interest in a policy of group insurance or the proceeds of a policy of group insurance, as exempted by section 3917.05 of the Revised Code;

(d) The person's interest in money, benefits, charity, relief, or aid to be paid, provided, or rendered by a fraternal benefit society, as exempted by section 3921.18 of the Revised Code;

(e) The person's interest in the portion of benefits under policies of sickness and accident insurance and in lump sum payments for dismemberment and other losses insured under those policies, as exempted by section 3923.19 of the Revised Code.

(7) The person's professionally prescribed or medically necessary health aids;

(8) The person's interest in a burial lot, including, but not limited to, exemptions under section 517.09 or 1721.07 of the Revised Code;

(9) The person's interest in the following:

(a) Moneys paid or payable for living maintenance or rights, as

exempted by section 3304.19 of the Revised Code;

(b) Workers' compensation, as exempted by section 4123.67 of the Revised Code;

(c) Unemployment compensation benefits, as exempted by section 4141.32 of the Revised Code;

(d) Cash assistance payments under the Ohio works first program, as exempted by section 5107.75 of the Revised Code;

(e) Benefits and services under the prevention, retention, and contingency program, as exempted by section 5108.08 of the Revised Code;

(f) Disability financial assistance payments, as exempted by section 5115.06 of the Revised Code.

(10)(a) Except in cases in which the person was convicted of or pleaded guilty to a violation of section 2921.41 of the Revised Code and in which an order for the withholding of restitution from payments was issued under division (C)(2)(b) of that section or in cases in which an order for withholding was issued under section 2907.15 of the Revised Code, and only to the extent provided in the order, and except as provided in sections 3105.171, 3105.63, 3119.80, 3119.81, 3121.02, 3121.03, and 3123.06 of the Revised Code, the person's right to a pension, benefit, annuity, retirement allowance, or accumulated contributions, the person's right to a participant account in any deferred compensation program offered by the Ohio public employees deferred compensation board, a government unit, or a municipal corporation, or the person's other accrued or accruing rights, as exempted by section 145.56, 146.13, 148.09, 742.47, 3307.41, 3309.66, or 5505.22 of the Revised Code, and the person's right to benefits from the Ohio public safety officers death benefit fund;

(b) Except as provided in sections 3119.80, 3119.81, 3121.02, 3121.03, and 3123.06 of the Revised Code, the person's right to receive a payment under any pension, annuity, or similar plan or contract, not including a payment from a stock bonus or profit-sharing plan or a payment included in division (A)(6)(b) or (10)(a) of this section, on account of illness, disability, death, age, or length of service, to the extent reasonably necessary for the support of the person and any of the person's dependents, except if all the following apply:

(i) The plan or contract was established by or under the auspices of an insider that employed the person at the time the person's rights under the plan or contract arose.

(ii) The payment is on account of age or length of service.

(iii) The plan or contract is not qualified under the "Internal Revenue Code of 1986," 100 Stat. 2085, 26 U.S.C. 1, as amended.

(c) Except for any portion of the assets that were deposited for the purpose of evading the payment of any debt and except as provided in sections 3119.80, 3119.81, 3121.02, 3121.03, and 3123.06 of the Revised Code, the person's right in the assets held in, or to receive any payment under, any individual retirement account, individual retirement annuity, "Roth IRA," or education individual retirement account that provides benefits by reason of illness, disability, death, or age, to the extent that the assets, payments, or benefits described in division (A)(10)(c) of this section are attributable to any of the following:

(i) Contributions of the person that were less than or equal to the applicable limits on deductible contributions to an individual retirement account or individual retirement annuity in the year that the contributions were made, whether or not the person was eligible to deduct the contributions on the person's federal tax return for the year in which the contributions were made;

(ii) Contributions of the person that were less than or equal to the applicable limits on contributions to a Roth IRA or education individual retirement account in the year that the contributions were made;

(iii) Contributions of the person that are within the applicable limits on rollover contributions under subsections 219, 402(c), 403(a)(4), 403(b)(8), 408(b), 408(d)(3), 408A(c)(3)(B), 408A(d)(3), and 530(d)(5) of the "Internal Revenue Code of 1986," 100 Stat. 2085, 26 U.S.C.A. 1, as amended.

(d) Except for any portion of the assets that were deposited for the purpose of evading the payment of any debt and except as provided in sections 3119.80, 3119.81, 3121.02, 3121.03, and 3123.06 of the Revised Code, the person's right in the assets held in, or to receive any payment under, any Keogh or "H.R. 10" plan that provides benefits by reason of illness, disability, death, or age, to the extent reasonably necessary for the support of the person and any of the person's dependents.

(11) The person's right to receive spousal support, child support, an allowance, or other maintenance to the extent reasonably necessary for the support of the person and any of the person's dependents;

(12) The person's right to receive, or moneys received during the preceding twelve calendar months from, any of the following:

(a) An award of reparations under sections 2743.51 to 2743.72 of the Revised Code, to the extent exempted by division (D) of section 2743.66 of the Revised Code;

(b) A payment on account of the wrongful death of an individual of whom the person was a dependent on the date of the individual's death, to the extent reasonably necessary for the support of the person and any of the

person's dependents;

(c) Except in cases in which the person who receives the payment is an inmate, as defined in section 2969.21 of the Revised Code, and in which the payment resulted from a civil action or appeal against a government entity or employee, as defined in section 2969.21 of the Revised Code, a payment, not to exceed five thousand dollars, on account of personal bodily injury, not including pain and suffering or compensation for actual pecuniary loss, of the person or an individual for whom the person is a dependent;

(d) A payment in compensation for loss of future earnings of the person or an individual of whom the person is or was a dependent, to the extent reasonably necessary for the support of the debtor and any of the debtor's dependents.

(13) Except as provided in sections 3119.80, 3119.81, 3121.02, 3121.03, and 3123.06 of the Revised Code, personal earnings of the person owed to the person for services in an amount equal to the greater of the following amounts:

(a) If paid weekly, thirty times the current federal minimum hourly wage; if paid biweekly, sixty times the current federal minimum hourly wage; if paid semimonthly, sixty-five times the current federal minimum hourly wage; or if paid monthly, one hundred thirty times the current federal minimum hourly wage that is in effect at the time the earnings are payable, as prescribed by the "Fair Labor Standards Act of 1938," 52 Stat. 1060, 29 U.S.C. 206(a)(1), as amended;

(b) Seventy-five per cent of the disposable earnings owed to the person.

(14) The person's right in specific partnership property, as exempted by division (B)(3) of section 1775.24 of the Revised Code or the person's rights in a partnership pursuant to section 1776.50 of the Revised Code, except as otherwise set forth in section 1776.50 of the Revised Code;

(15) A seal and official register of a notary public, as exempted by section 147.04 of the Revised Code;

(16) The person's interest in a tuition unit or a payment under section 3334.09 of the Revised Code pursuant to a tuition payment contract, as exempted by section 3334.15 of the Revised Code;

(17) Any other property that is specifically exempted from execution, attachment, garnishment, or sale by federal statutes other than the "Bankruptcy Reform Act of 1978," 92 Stat. 2549, 11 U.S.C.A. 101, as amended;

(18) The person's interest, not to exceed four hundred dollars, in any property, except that division (A)(18) of this section applies only in bankruptcy proceedings.

(B) As used in this section:

(1) "Disposable earnings" means net earnings after the garnishee has made deductions required by law, excluding the deductions ordered pursuant to section 3119.80, 3119.81, 3121.02, 3121.03, or 3123.06 of the Revised Code.

(2) "Insider" means:

(a) If the person who claims an exemption is an individual, a relative of the individual, a relative of a general partner of the individual, a partnership in which the individual is a general partner, a general partner of the individual, or a corporation of which the individual is a director, officer, or in control;

(b) If the person who claims an exemption is a corporation, a director or officer of the corporation; a person in control of the corporation; a partnership in which the corporation is a general partner; a general partner of the corporation; or a relative of a general partner, director, officer, or person in control of the corporation;

(c) If the person who claims an exemption is a partnership, a general partner in the partnership; a general partner of the partnership; a person in control of the partnership; a partnership in which the partnership is a general partner; or a relative in, a general partner of, or a person in control of the partnership;

(d) An entity or person to which or whom any of the following applies:

(i) The entity directly or indirectly owns, controls, or holds with power to vote, twenty per cent or more of the outstanding voting securities of the person who claims an exemption, unless the entity holds the securities in a fiduciary or agency capacity without sole discretionary power to vote the securities or holds the securities solely to secure to debt and the entity has not in fact exercised the power to vote.

(ii) The entity is a corporation, twenty per cent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the person who claims an exemption or by an entity to which division (B)(2)(d)(i) of this section applies.

(iii) A person whose business is operated under a lease or operating agreement by the person who claims an exemption, or a person substantially all of whose business is operated under an operating agreement with the person who claims an exemption.

(iv) The entity operates the business or all or substantially all of the property of the person who claims an exemption under a lease or operating agreement.

(e) An insider, as otherwise defined in this section, of a person or entity

to which division (B)(2)(d)(i), (ii), (iii), or (iv) of this section applies, as if the person or entity were a person who claims an exemption;

(f) A managing agent of the person who claims an exemption.

(3) "Participant account" has the same meaning as in section 148.01 of the Revised Code.

(4) "Government unit" has the same meaning as in section 148.06 of the Revised Code.

(C) For purposes of this section, "interest" shall be determined as follows:

(1) In bankruptcy proceedings, as of the date a petition is filed with the bankruptcy court commencing a case under Title 11 of the United States Code;

(2) In all cases other than bankruptcy proceedings, as of the date of an appraisal, if necessary under section 2329.68 of the Revised Code, or the issuance of a writ of execution.

An interest, as determined under division (C)(1) or (2) of this section, shall not include the amount of any lien otherwise valid pursuant to section 2329.661 of the Revised Code.

Sec. 4715.22. (A) As used in this section, "health care facility" means either of the following:

(1) A hospital registered under section 3701.07 of the Revised Code;

(2) A "home" as defined in section 3721.01 of the Revised Code.

(B) A licensed dental hygienist shall practice under the supervision, order, control, and full responsibility of a dentist licensed under this chapter. A dental hygienist may practice in a dental office, public or private school, health care facility, dispensary, or public institution. Except as provided in division (C) or (D) of this section, a dental hygienist may not provide dental hygiene services to a patient when the supervising dentist is not physically present at the location where the dental hygienist is practicing.

(C) A dental hygienist may provide, for not more than fifteen consecutive business days, dental hygiene services to a patient when the supervising dentist is not physically present at the location at which the services are provided if all of the following requirements are met:

(1) The dental hygienist has at least two years and a minimum of three thousand hours of experience in the practice of dental hygiene.

(2) The dental hygienist has successfully completed a course approved by the state dental board in the identification and prevention of potential medical emergencies.

(3) The dental hygienist complies with written protocols for emergencies the supervising dentist establishes.

(4) The dental hygienist does not perform, while the supervising dentist is absent from the location, procedures while the patient is anesthetized, definitive root planing, definitive subgingival curettage, or other procedures identified in rules the state dental board adopts.

(5) The supervising dentist has evaluated the dental hygienist's skills.

(6) The supervising dentist examined the patient not more than seven months prior to the date the dental hygienist provides the dental hygiene services to the patient.

(7) The dental hygienist complies with written protocols or written standing orders that the supervising dentist establishes.

(8) The supervising dentist completed and evaluated a medical and dental history of the patient not more than one year prior to the date the dental hygienist provides dental hygiene services to the patient and, except when the dental hygiene services are provided in a health care facility, the supervising dentist determines that the patient is in a medically stable condition.

(9) If the dental hygiene services are provided in a health care facility, a doctor of medicine and surgery or osteopathic medicine and surgery who holds a current certificate issued under Chapter 4731. of the Revised Code or a registered nurse licensed under Chapter 4723. of the Revised Code is present in the health care facility when the services are provided.

(10) In advance of the appointment for dental hygiene services, the patient is notified that the supervising dentist will be absent from the location and that the dental hygienist cannot diagnose the patient's dental health care status.

(11) The dental hygienist is employed by, or under contract with, one of the following:

(a) The supervising dentist;

(b) A dentist licensed under this chapter who is one of the following:

(i) The employer of the supervising dentist;

(ii) A shareholder in a professional association formed under Chapter 1785. of the Revised Code of which the supervising dentist is a shareholder;

(iii) A member or manager of a limited liability company formed under Chapter 1705. of the Revised Code of which the supervising dentist is a member or manager;

(iv) A shareholder in a corporation formed under division (B) of section 1701.03 of the Revised Code of which the supervising dentist is a shareholder;

(v) A partner or employee of a partnership or a limited liability partnership formed under Chapter 1775. or 1776. of the Revised Code of

which the supervising dentist is a partner or employee.

(c) A government entity that employs the dental hygienist to provide dental hygiene services in a public school or in connection with other programs the government entity administers.

(D) A dental hygienist may provide dental hygiene services to a patient when the supervising dentist is not physically present at the location at which the services are provided if the services are provided as part of a dental hygiene program that is approved by the state dental board and all of the following requirements are met:

(1) The program is operated through a school district board of education or the governing board of an educational service center; the board of health of a city or general health district or the authority having the duties of a board of health under section 3709.05 of the Revised Code; a national, state, district, or local dental association; or any other public or private entity recognized by the state dental board.

(2) The supervising dentist is employed by or a volunteer for, and the patients are referred by, the entity through which the program is operated.

(3) The services are performed after examination and diagnosis by the dentist and in accordance with the dentist's written treatment plan.

(E) No person shall do either of the following:

(1) Practice dental hygiene in a manner that is separate or otherwise independent from the dental practice of a supervising dentist;

(2) Establish or maintain an office or practice that is primarily devoted to the provision of dental hygiene services.

(F) The state dental board shall adopt rules under division (C) of section 4715.03 of the Revised Code identifying procedures a dental hygienist may not perform when practicing in the absence of the supervising dentist pursuant to division (C) or (D) of this section.

Sec. 4749.03. (A)(1) Any individual, including a partner in a partnership, may be licensed as a private investigator under a class B license, or as a security guard provider under a class C license, or as a private investigator and a security guard provider under a class A license, if the individual meets all of the following requirements:

(a) Has a good reputation for integrity, has not been convicted of a felony within the last twenty years or any offense involving moral turpitude, and has not been adjudicated incompetent for the purpose of holding the license, as provided in section 5122.301 of the Revised Code, without having been restored to legal capacity for that purpose.

(b) Depending upon the class of license for which application is made, for a continuous period of at least two years immediately preceding

application for a license, has been engaged in investigatory or security services work for a law enforcement or other public agency engaged in investigatory activities, or for a private investigator or security guard provider, or engaged in the practice of law, or has acquired equivalent experience as determined by rule of the director of public safety.

(c) Demonstrates competency as a private investigator or security guard provider by passing an examination devised for this purpose by the director, except that any individually licensed person who qualifies a corporation for licensure shall not be required to be reexamined if the person qualifies the corporation in the same capacity that the person was individually licensed.

(d) Submits evidence of comprehensive general liability insurance coverage, or other equivalent guarantee approved by the director in such form and in principal amounts satisfactory to the director, but not less than one hundred thousand dollars for each person and three hundred thousand dollars for each occurrence for bodily injury liability, and one hundred thousand dollars for property damage liability.

(e) Pays the requisite examination and license fees.

(2) A corporation may be licensed as a private investigator under a class B license, or as a security guard provider under a class C license, or as a private investigator and a security guard provider under a class A license, if an application for licensure is filed by an officer of the corporation and the officer, another officer, or the qualifying agent of the corporation satisfies the requirements of divisions (A)(1) and (F)(1) of this section. Officers and the statutory agent of a corporation shall be determined in accordance with Chapter 1701. of the Revised Code.

(3) At least one partner in a partnership shall be licensed as a private investigator, or as a security guard provider, or as a private investigator and a security guard provider. Partners in a partnership shall be determined as provided for in Chapter 1775. or 1776. of the Revised Code.

(B) An application for a class A, B, or C license shall be completed in the form the director prescribes. In the case of an individual, the application shall state the applicant's name, birth date, citizenship, physical description, current residence, residences for the preceding ten years, current employment, employment for the preceding seven years, experience qualifications, the location of each of the applicant's offices in this state, and any other information that is necessary in order for the director to comply with the requirements of this chapter. In the case of a corporation, the application shall state the name of the officer or qualifying agent filing the application; the state in which the corporation is incorporated and the date of incorporation; the states in which the corporation is authorized to transact

business; the name of its qualifying agent; the name of the officer or qualifying agent of the corporation who satisfies the requirements of divisions (A)(1) and (F)(1) of this section and the birth date, citizenship, physical description, current residence, residences for the preceding ten years, current employment, employment for the preceding seven years, and experience qualifications of that officer or qualifying agent; and other information that the director requires. A corporation may specify in its application information relative to one or more individuals who satisfy the requirements of divisions (A)(1) and (F)(1) of this section.

The application described in this division shall be accompanied by all of the following:

(1) One recent full-face photograph of the applicant or, in the case of a corporation, of each officer or qualifying agent specified in the application as satisfying the requirements of divisions (A)(1) and (F)(1) of this section;

(2) Character references from at least five reputable citizens for the applicant or, in the case of a corporation, for each officer or qualifying agent specified in the application as satisfying the requirements of divisions (A)(1) and (F)(1) of this section, each of whom has known the applicant, officer, or qualifying agent for at least five years preceding the application, and none of whom are connected with the applicant, officer, or qualifying agent by blood or marriage;

(3) An examination fee of twenty-five dollars for the applicant or, in the case of a corporation, for each officer or qualifying agent specified in the application as satisfying the requirements of divisions (A)(1) and (F)(1) of this section, and a license fee in the amount the director determines, not to exceed three hundred seventy-five dollars. The license fee shall be refunded if a license is not issued.

(C)(1) Each individual applying for a license and each individual specified by a corporation as an officer or qualifying agent in an application shall submit one complete set of fingerprints directly to the superintendent of the bureau of criminal identification and investigation for the purpose of conducting a criminal records check. The individual shall provide the fingerprints using a method the superintendent prescribes pursuant to division (C)(2) of section 109.572 of the Revised Code and fill out the form the superintendent prescribes pursuant to division (C)(1) of section 109.572 of the Revised Code. An applicant who intends to carry a firearm as defined in section 2923.11 of the Revised Code in the course of business or employment shall so notify the superintendent. This notification is in addition to any other requirement related to carrying a firearm that applies to the applicant. The individual or corporation requesting the criminal records

check shall pay the fee the superintendent prescribes.

(2) The superintendent shall conduct the criminal records check as set forth in division (B) of section 109.572 of the Revised Code. If an applicant intends to carry a firearm in the course of business or employment, the superintendent shall make a request to the federal bureau of investigation for any information and review the information the bureau provides pursuant to division (B)(2) of section 109.572 of the Revised Code. The superintendent shall submit all results of the completed investigation to the director of public safety.

(3) If the director determines that the applicant, officer, or qualifying agent meets the requirements of divisions (A)(1)(a), (b), and (d) of this section and that an officer or qualifying agent meets the requirement of division (F)(1) of this section, the director shall notify the applicant, officer, or agent of the time and place for the examination. If the director determines that an applicant does not meet the requirements of divisions (A)(1)(a), (b), and (d) of this section, the director shall notify the applicant that the applicant's application is refused and refund the license fee. If the director determines that none of the individuals specified in the application of a corporation as satisfying the requirements of divisions (A)(1) and (F)(1) of this section meet the requirements of divisions (A)(1)(a), (b), and (d) and (F)(1) of this section, the director shall notify the corporation that its application is refused and refund the license fee. If the bureau assesses the director a fee for any investigation, the director, in addition to any other fee assessed pursuant to this chapter, may assess the applicant, officer, or qualifying agent, as appropriate, a fee that is equal to the fee assessed by the bureau.

(D) If upon application, investigation, and examination, the director finds that the applicant or, in the case of a corporation, any officer or qualifying agent specified in the application as satisfying the requirements of divisions (A)(1) and (F)(1) of this section, meets the applicable requirements, the director shall issue the applicant or the corporation a class A, B, or C license. The director also shall issue an identification card to an applicant, but not an officer or qualifying agent of a corporation, who meets the applicable requirements. The license and identification card shall state the licensee's name, the classification of the license, the location of the licensee's principal place of business in this state, and the expiration date of the license, and, in the case of a corporation, it also shall state the name of each officer or qualifying agent who satisfied the requirements of divisions (A)(1) and (F)(1) of this section.

Licenses expire on the first day of March following the date of initial

issue, and on the first day of March of each year thereafter. Annual renewals shall be according to the standard renewal procedures contained in Chapter 4745. of the Revised Code, upon payment of an annual renewal fee the director determines, not to exceed two hundred seventy-five dollars. No license shall be renewed if the licensee or, in the case of a corporation, each officer or qualifying agent who qualified the corporation for licensure no longer meets the applicable requirements of this section. No license shall be renewed unless the licensee provides evidence of workers' compensation risk coverage and unemployment compensation insurance coverage, other than for clerical employees and excepting sole proprietors who are exempted therefrom, as provided for in Chapters 4123. and 4141. of the Revised Code, respectively, as well as the licensee's state tax identification number. No reexamination shall be required for renewal of a current license.

For purposes of this chapter, a class A, B, or C license issued to a corporation shall be considered as also having licensed the individuals who qualified the corporation for licensure, for as long as they are associated with the corporation.

For purposes of this division, "sole proprietor" means an individual licensed under this chapter who does not employ any other individual.

(E) The director may issue a duplicate copy of a license issued under this section for the purpose of replacement of a lost, spoliated, or destroyed license, upon payment of a fee the director determines, not exceeding twenty-five dollars. Any change in license classification requires new application and application fees.

(F)(1) In order to qualify a corporation for a class A, B, or C license, an officer or qualifying agent may qualify another corporation for similar licensure, provided that the officer or qualifying agent is actively engaged in the business of both corporations.

(2) Each officer or qualifying agent who qualifies a corporation for class A, B, or C licensure shall surrender any personal license of a similar nature that the officer or qualifying agent possesses.

(3) Upon written notification to the director, completion of an application similar to that for original licensure, surrender of the corporation's current license, and payment of a twenty-five dollar fee, a corporation's class A, B, or C license may be transferred to another corporation.

(4) Upon written notification to the director, completion of an application similar to that for an individual seeking class A, B, or C licensure, payment of a twenty-five dollar fee, and, if the individual was the only individual that qualified a corporation for licensure, surrender of the

corporation's license, any officer or qualifying agent who qualified a corporation for licensure under this chapter may obtain a similar license in the individual's own name without reexamination. A request by an officer or qualifying agent for an individual license shall not affect a corporation's license unless the individual is the only individual that qualified the corporation for licensure or all the other individuals who qualified the corporation for licensure submit such requests.

(G) If a corporation is for any reason no longer associated with an individual who qualified it for licensure under this chapter, an officer of the corporation shall notify the director of that fact by certified mail, return receipt requested, within ten days after the association terminates. If the notification is so given, the individual was the only individual that qualified the corporation for licensure, and the corporation submits the name of another officer or qualifying agent to qualify the corporation for the license within thirty days after the association terminates, the corporation may continue to operate in the business of private investigation, the business of security services, or both businesses in this state under that license for ninety days after the association terminates. If the officer or qualifying agent whose name is submitted satisfies the requirements of divisions (A)(1) and (F)(1) of this section, the director shall issue a new license to the corporation within that ninety-day period. The names of more than one individual may be submitted.

Sec. 5810.11. (A)(1) Except as otherwise provided in division (C) of this section or unless personal liability is imposed in the contract, a trustee who holds an interest as a general partner in a general or limited partnership is not personally liable on a contract entered into by the partnership after the trust's acquisition of the interest if the fiduciary capacity was disclosed. A partnership certificate that is filed pursuant to Chapter 1776. or 1777. or another chapter of the Revised Code and that indicates that a trustee holds a general partnership interest in a fiduciary capacity by the use following the name or signature of the trustee of the words "as trustee" or other words that indicate the trustee's fiduciary capacity constitutes a sufficient disclosure for purposes of this division.

(2) If a partnership certificate is not required to be filed pursuant to Chapter 1776. or 1777. or another chapter of the Revised Code, a sufficient disclosure for purposes of division (A) of this section can be made by a trustee if a certificate that is filed with the recorder of the county in which the partnership's principal office or place of business is situated and with the recorder of each county in which the partnership owns real estate satisfies all of the following requirements:

(a) The certificate states in full the names of all persons holding interests in the partnership and their places of residence.

(b) The certificate is signed by all persons who are general partners in the partnership and is acknowledged by a person authorized to take acknowledgements of deeds.

(c) The certificate uses the words "trustee under the (will or trust) of (name of decedent or settlor)," or other words that indicate the trustee's fiduciary capacity, following the trustee's name or signature.

(3) A contract or other written instrument that is delivered to a party that contracts with the partnership in which a trustee holds a general partnership interest in a fiduciary capacity and that indicates that the trustee so holds the interest constitutes a disclosure for purposes of division (A)(1) of this section with respect to transactions between the party and the partnership. If a disclosure has been made by a certificate in accordance with division (A) of this section, a disclosure for purposes of division (A) of this section with respect to such transactions exists regardless of whether a contract or other instrument indicates the trustee holds the general partnership interest in a fiduciary capacity.

(B) Except as otherwise provided in division (C) of this section, a trustee who holds an interest as a general partner in a general or limited partnership is not personally liable for torts committed by the partnership or for obligations arising from ownership or control of the interest unless the trustee is personally at fault.

(C) The immunity provided by this section does not apply if an interest in the partnership is held by the trustee in a capacity other than that of trustee or is held by the trustee's spouse or one or more of the trustee's descendants, siblings, or parents, or the spouse of any of them.

(D) If the trustee of a revocable trust holds an interest as a general partner in a general or limited partnership, the settlor is personally liable for contracts and other obligations of the partnership as if the settlor were a general partner.

Sec. 5815.35. (A)(1) As used in this division, fiduciary" means any person, association, or corporation, other than a trustee of a testamentary trust, an assignee or trustee for an insolvent debtor, or a guardian under Chapter 5905. of the Revised Code, that is appointed by and accountable to the probate court, and that is acting in a fiduciary capacity for another or charged with duties in relation to any property, interest, or estate for another's benefit. A fiduciary also includes an agency under contract with the department of mental retardation and developmental disabilities for the provision of protective service under sections 5123.55 to 5123.59 of the

Revised Code, when appointed by and accountable to the probate court as a guardian or trustee for a mentally retarded or developmentally disabled person.

(2) A fiduciary who enters a contract as fiduciary on or after March 22, 1984, is not personally liable on that contract, unless the contract otherwise specifies, if the contract is within the fiduciary's authority and the fiduciary discloses that the contract is being entered into in a fiduciary capacity. In a contract, the words "fiduciary" or "as fiduciary" or other words that indicate one's fiduciary capacity following the name or signature of a fiduciary are sufficient disclosure for purposes of this division.

(B)(1) As used in this division, "partnership" includes a partnership composed of only general partners and a partnership composed of general and limited partners.

(2) Subject to division (D) of this section, an executor or administrator who acquires, in a fiduciary capacity, a general partnership interest upon the death of a general partner of a partnership is not personally liable for any debt, obligation, or liability of the partnership that arises from the executor's or administrator's actions, except as provided in this division, as a general partner, or for any debt, obligation, or liability of the partnership for which the executor or administrator otherwise would be personally liable because the executor or administrator holds the general partnership interest, if the executor or administrator discloses that the general partnership interest is held by the executor or administrator in a fiduciary capacity. This immunity does not apply if an executor or administrator causes loss or injury to a person who is not a partner in the partnership by a wrongful act or omission. This immunity is not available to an executor or administrator who holds a general partnership interest in a fiduciary capacity if the spouse or any lineal descendants of the executor or administrator, or the executor or administrator other than in a fiduciary capacity, holds any interest in the partnership.

A partnership certificate that is filed pursuant to Chapter 1777. or another chapter of the Revised Code and that indicates that an executor or administrator holds a general partnership interest in a fiduciary capacity by the use following the name or signature of the executor or administrator of the words "executor under the will of (name of decedent)" or "administrator of the estate of (name of decedent)" or other words that indicate the executor's or administrator's fiduciary capacity constitutes a sufficient disclosure for purposes of this division.

If a partnership certificate is not required to be filed pursuant to Chapter 1776. or 1777. or another chapter of the Revised Code, a sufficient

disclosure for purposes of this division can be made by an executor or administrator if a certificate that satisfies the following requirements is filed with the recorder of the county in which the partnership's principal office or place of business is situated and with the recorder of each county in which the partnership owns real estate:

(a) The certificate shall state in full the names of all persons holding interests in the partnership and their places of residence;

(b) The certificate shall be signed by all persons who are general partners in the partnership, and shall be acknowledged by a person authorized to take acknowledgements of deeds;

(c) The certificate shall use the words "executor under the will of (name of decedent)" or "administrator of the estate of (name of decedent)" or other words that indicate the executor's or administrator's fiduciary capacity, following the name or signature of the executor or administrator.

A contract or other written instrument delivered to a party that contracts with the partnership in which an executor or administrator holds a general partnership interest in a fiduciary capacity, which indicates that the executor or administrator so holds the interest, constitutes a disclosure for purposes of this division with respect to transactions between the party and the partnership. If a disclosure has been made by a certificate in accordance with this division, a disclosure for purposes of this division with respect to such transactions exists regardless of whether a contract or other instrument indicates the executor or administrator holds the general partnership interest in a fiduciary capacity.

If an executor or administrator acquires, in a fiduciary capacity, a general partnership interest, the decedent's estate is liable for debts, obligations, or liabilities of the partnership.

(C) An estate that includes a general partnership interest is not liable for the debts, obligations, or liabilities of a partnership in which another estate has a general partnership interest, merely because the executor or administrator of the estates holds a general partnership interest in both of the partnerships in the executor's or administrator's fiduciary capacities.

(D) Divisions (B) and (C) of this section apply to general partnership interests held by executors or administrators in their fiduciary capacities prior to and on or after ~~the effective date of this section~~ March 22, 1984. If an appropriate disclosure is made pursuant to division (B) of this section, the immunity acquired under that division extends only to debts, obligations, and liabilities of the partnership arising on and after the date of the disclosure and to debts, obligations, and liabilities of the partnership that arose prior to the acquisition of the general partnership interest by the

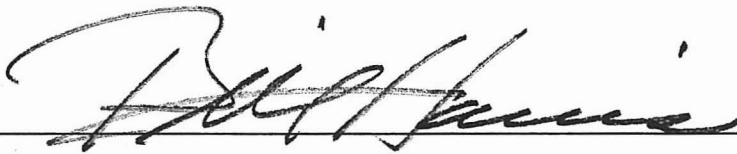
executor or administrator becoming a general partner.

SECTION 2. That existing sections 111.16, 150.05, 1322.03, 1329.01, 1329.02, 1329.04, 1701.05, 1702.05, 1703.04, 1705.05, 1782.02, 1782.20, 1782.60, 2329.66, 4715.22, 4749.03, 5810.11, and 5815.35 of the Revised Code are hereby repealed.

SECTION 3. That sections 1775.01, 1775.02, 1775.03, 1775.04, 1775.05, 1775.06, 1775.07, 1775.08, 1775.09, 1775.10, 1775.11, 1775.12, 1775.13, 1775.14, 1775.15, 1775.16, 1775.17, 1775.18, 1775.19, 1775.20, 1775.21, 1775.22, 1775.23, 1775.24, 1775.25, 1775.26, 1775.27, 1775.28, 1775.29, 1775.30, 1775.31, 1775.32, 1775.33, 1775.34, 1775.35, 1775.36, 1775.37, 1775.38, 1775.39, 1775.40, 1775.41, 1775.42, 1775.45, 1775.46, 1775.47, 1775.48, 1775.49, 1775.50, 1775.51, 1775.52, 1775.53, 1775.54, 1775.55, 1775.56, 1775.61, 1775.62, 1775.63, 1775.64, 1775.65, 1777.01, 1777.02, 1777.03, 1777.04, 1777.05, 1777.06, 1779.01, 1779.02, 1779.03, 1779.04, 1779.05, 1779.06, 1779.07, 1779.08, 1779.09, 1779.10, and 1779.11 of the Revised Code are hereby repealed, effective January 1, 2010.



Speaker _____ of the House of Representatives.



President _____ of the Senate.

Passed _____ April 23, 2008

Approved _____ May 7, 2008



Governor.

The section numbering of law of a general and permanent nature is complete and in conformity with the Revised Code.

Mark C. Flanders

Director, Legislative Service Commission.

Filed in the office of the Secretary of State at Columbus, Ohio, on the
7th day of *May*, A. D. 20*08*.

Jimmy B...

Secretary of State.

File No. *74*

8/6/08;
Effective Date *90 day bill; certain*
provisions effective 4/1/2010 per
Section 3 of the act.