

9 Summary of California Law (10th), Partnership

I. INTRODUCTION

- A. [§1] Statutes Affecting Partnerships.**
- B. Fictitious Business Name.**
 - 1. [§2] In General.**
 - 2. [§3] Fictitious Name Defined.**
 - 3. [§4] Coverage and Exclusions.**
 - 4. Procedure.**
 - (a) [§5] Fictitious Name Statement.**
 - (b) [§6] Expiration and Change in Facts.**
 - (c) [§7] Withdrawal and Abandonment.**
 - 5. [§8] Effect of Failure To Comply.**
- C. Joint Venture.**
 - 1. [§9] Nature and Distinctions.**
 - 2. [§10] Proof of Oral Agreement.**
 - 3. Incidents of Relation.**
 - (a) [§11] Sharing of Profits and Losses.**
 - (b) [§12] Accounting Among Members.**
 - (c) [§13] Duty To Share Business Opportunity.**
 - (d) [§14] Relations With Third Persons.**

II. GENERAL PARTNERSHIP

- A. Uniform Partnership Act of 1994.**
 - 1. [§15] Statutory Development.**
 - 2. [§16] Organization.**
 - 3. [§17] Definitions.**
 - 4. [§18] Knowledge, Notice, and Notification.**
 - 5. [§19] Partnership Agreement.**
 - 6. [§20] Statements.**
 - 7. [§21] Governing Law.**
- B. Nature and Formation of Partnership.**
 - 1. [§22] In General.**
 - 2. [§23] Distinct Entity.**
 - 3. Determining Formation.**
 - (a) [§24] Coownership and Revenue Sharing.**
 - (b) [§25] Intention To Carry on Business.**
 - (c) [§26] Partnership by Estoppel.**
- C. Partnership Property.**
 - 1. [§27] Nature and Acquisition of Property.**
 - 2. [§28] Interest of Partner.**
 - 3. [§29] Transfer.**
- D. Relations Between Partners.**
 - 1. [§30] Fiduciary Relationship.**
 - 2. [§31] Good Faith and Fair Dealing.**
 - 3. [§32] Permissible Partner Activity.**
 - 4. [§33] Rights and Entitlements of Partners.**

- 5. [§34] Actions Between Partners.
- E. Relations With Third Parties.
 - 1. [§35] Partner as Agent.
 - 2. [§36] Statement of Authority.
 - 3. [§37] Purported Partner.
 - 4. [§38] Liability of Partnership for Wrongful Acts.
 - 5. [§39] Joint and Several Liability.
 - 6. [§40] Remedies of Creditors.
- F. Dissociation of Partner.
 - 1. [§41] In General.
 - 2. Events Causing Dissociation.
 - (a) [§42] In General.
 - (b) [§43] Expulsion.
 - 3. [§44] Effect of Dissociation.
 - 4. [§45] Buyout of Dissociating Partner's Interest.
- G. Dissolution and Winding Up.
 - 1. [§46] In General.
 - 2. [§47] Conditions for Dissolution.
 - 3. [§48] Effect of Dissolution.
 - 4. [§49] Settlement of Accounts and Contributions.
- H. Reorganization.
 - 1. [§50] In General.
 - 2. [§51] Definitions.
 - 3. Conversion.
 - (a) [§52] In General.
 - (b) [§53] Plan.
 - (c) [§54] Effect.
 - (d) [§55] Statement.
 - (e) [§56] Record Ownership of Real Property.
 - 4. Merger.
 - (a) [§57] In General.
 - (b) [§58] Agreement.
 - (c) [§59] Effect.
 - (d) [§60] Certificate, Statement, or Merger Agreement.
 - (e) [§61] Record Ownership of Real Property.

III. LIMITED PARTNERSHIP

- A. California Revised Limited Partnership Act.
 - 1. [§62] Statutory Development.
 - 2. [§63] Agreement Varying Effect of Act.
 - 3. [§64] Definitions.
 - 4. [§65] name.
 - 5. [§66] Office and Records.
 - 6. [§67] Agent and Service of Process.
 - 7. [§68] Authorized Activity.
- B. Nature and Formation of Limited Partnership.
 - 1. [§69] Nature of Limited Partnership.

2. [§70] Partnership Agreement.
3. [§71] Certificate of Limited Partnership.
4. [§72] Certificate of Amendment.
5. [§73] Restated Certificate of Limited Partnership.
6. [§74] Execution of Certificates.

C. Limited Partners.

1. [§75] Admission of Additional Limited Partners.
2. [§76] Personal Liability.
3. [§77] Fiduciary Duty to Limited Partnership.
4. Rights of Limited Partners.
 - (a) [§78] Information and Inspection.
 - (b) [§79] Meetings.
 - (c) [§80] Voting.
 - (d) [§81] Enforcement of Rights.
 - (e) [§82] Protection of Rights in Rollup Transactions.
5. [§83] Certificate of Interest.

D. General Partners.

1. [§84] Admission of Additional General Partners.
2. [§85] Termination of General Partner's Status.
3. [§86] Rights, Powers, and Liabilities.

E. Capital, Contributions, and Distributions.

1. [§87] Capital Account and Contributions.
2. [§88] Distributions to Partners.

F. Withdrawal and Termination.

1. [§89] Withdrawal or Termination of General Partner.
2. [§90] Withdrawal of Limited Partner.

G. Assignment of Partnership Interest.

1. [§91] Nature of Interest.
2. [§92] Rights of Creditors.
3. [§93] Assignee as Limited Partner.
4. [§94] Power of Limited Partner's Representative.

H. Dissolution.

1. [§95] Nonjudicial Dissolution.
2. [§96] Judicial Dissolution.
3. [§97] Winding Up.
4. [§98] Distribution of Assets.
5. [§99] Power To Bind Partnership.
6. [§100] Certificates of Dissolution, Cancellation, and Continuation.

I. Foreign Limited Partnerships.

1. [§101] In General.
2. [§102] Registration.
3. [§103] Doing Business Without Registration.

J. Class Actions and Derivative Actions.

1. [§104] Right of Action and Pleading.
2. [§105] Defendant's Motion To Furnish Security.

K. Reorganization.

- 1. Conversion.**
 - (a) [§106] In General.
 - (b) [§107] Plan.
 - (c) [§108] Effect.
 - (d) [§109] Statement.
- 2. Merger.**
 - (a) [§110] In General.
 - (b) [§111] Agreement.
 - (c) [§112] Certificate of Merger.
 - (d) [§113] Effect.
 - (e) [§114] Merger of Domestic and Foreign Limited Partnerships.
 - (f) [§115] Record Ownership of Real Property.
- 3. Dissenting Limited Partner's Rights.**
 - (a) [§116] In General.
 - (b) [§117] Definitions.
 - (c) [§118] Notice and Demand.
 - (d) [§119] Determination of Fair Market Value.
 - (e) [§120] Rights and Privileges of Dissenting Limited Partners.
 - (f) [§121] Right To Attack Reorganization.

III-A. (New) UNIFORM LIMITED PARTNERSHIP ACT OF 2008

A. (New) In General.

1. [§121A] (New) Adoption and Effect.
2. [§121B] (New) Organization.
3. [§121C] (New) Definitions.
4. [§121D] (New) Knowledge, Notice, and Notification.
5. [§121E] (New) Name.
6. [§121F] (New) Office and Information.
7. [§121G] (New) Agent and Service of Process.
8. [§121H] (New) Partners.
9. [§121-I] (New) Filing Requirements.

B. (New) Nature and Formation of Limited Partnership.

1. [§121J] (New) Nature of Limited Partnership.
2. [§121K] (New) Partnership Agreement.
3. [§121L] (New) Certificate of Limited Partnership.
4. [§121M] (New) Amendment or Correction of Certificate.
5. [§121N] (New) Restated Certificate.

C. (New) Limited Partners.

1. [§121-O] (New) Admission of Limited Partners.
2. [§121P] (New) Participation and Liability.
3. [§121Q] (New) Discharge of Duties.
4. [§121R] (New) Rights of Limited Partners.

D. (New) General Partners.

1. [§121S] (New) Admission of General Partners.
2. [§121T] (New) Action of General Partners.
3. [§121U] (New) Liability of General Partners.
4. [§121V] (New) Fiduciary Duties.

5. [§121W] (New) Management and Conduct of Business.
6. [§121X] (New) Access to Information.
7. [§121Y] (New) Actions and Judgments.
- E. (New) Contributions and Distributions.
 1. [§121Z] (New) Contributions.
 2. [§121AA] (New) Distributions.
- F. (New) Dissociation.
 1. [§121BB] (New) Dissociation as Limited Partner.
 2. [§121CC] (New) Dissociation as General Partner.
- G. [§121DD] (New) Transferable Interests.
- H. (New) Dissolution.
 1. [§121EE] (New) Nonjudicial Dissolution.
 2. [§121FF] (New) Judicial Dissolution.
 3. [§121GG] (New) Winding Up.
 4. [§121HH] (New) Acts After Dissolution.
 5. [§121-II] (New) Claims.
 6. [§121JJ] (New) Distribution of Assets.
- I. [§121KK] (New) Foreign Limited Partnership.
- J. [§121LL] (New) Actions by Partners.
- K. (New) Reorganization.
 1. (New) Conversion.
 - (a) [§121MM] (New) In General.
 - (b) [§121NN] (New) Plan.
 - (c) [§121-OO] (New) Effect.
 - (d) [§121PP] (New) Statement.
 2. (New) Merger.
 - (a) [§121QQ] (New) In General.
 - (b) [§121RR] (New) Agreement.
 - (c) [§121SS] (New) Certificate of Merger.
 - (d) [§121TT] (New) Effect.
 - (e) [§121UU] (New) Merger of Domestic and Foreign Limited Partnerships.
 - (f) [§121VV] (New) Record Ownership of Real Property.
 3. (New) Dissenting Limited Partner's Rights.
 - (a) [§121WW] (New) In General.
 - (b) [§121XX] (New) Definitions.
 - (c) [§121YY] (New) Notice and Demand.
 - (d) [§121ZZ] (New) Determination of Fair Market Value.
 - (e) [§121AAA] (New) Rights and Privileges of Dissenting Limited Partners.
 - (f) [§121BBB] (New) Right To Attack Reorganization.

IV. LIMITED LIABILITY PARTNERSHIP

- A. In General.
 1. [§122] Statutory Authorization.
 2. [§123] Limited Liability Partnership Defined.
 3. [§124] Security for Claims.

4. [§125] Compliance With Professional Requirements.

5. [§126] Agent for Service of Process.

B. Registered Limited Liability Partnership.

1. [§127] Registration.

2. [§128] Amendment.

3. [§129] Conversion of Domestic Partnership.

4. [§130] Limitation on Partner's Liability.

5. [§131] Limitation on Distributions.

6. [§131A] (New) Exemption From Taxes.

C. Foreign Limited Liability Partnership.

1. [§132] In General.

2. Registration.

(a) [§133] In General.

(b) [§134] Amendment of Withdrawal.

(c) [§135] Failure To Register.

V. LIMITED LIABILITY COMPANY

A. In General.

1. [§136] Nature of Limited Liability Company.

2. [§137] Scope and Purpose of Act.

3. [§138] Agreement Varying Effect of Act.

4. [§139] Definitions.

5. [§140] name.

6. [§141] Agent and Service of Process.

7. [§142] Office and Records.

8. [§143] Authorized Activity.

9. [§144] Statutory Powers.

B. Formation.

1. Articles of Organization.

(a) [§145] Execution and Content.

(b) [§146] Amendment.

2. [§147] Operating Agreement.

3. [§148] Certificate of Correction.

4. [§149] Execution of Documents.

5. [§150] Biennial Statement.

C. Members.

1. [§151] Definition.

2. [§152] Membership Interest.

3. [§153] Personal Liability.

4. Rights of Members.

(a) [§154] In General.

(b) [§155] Enforcement of Rights.

5. [§156] Capital Contributions.

6. [§157] Allocation of Profits and Losses.

7. [§158] Distributions to Members.

8. [§159] Withdrawal.

D. Assignment of Membership or Economic Interest.

1. [§160] Nature of Interest.
2. [§161] Rights of Creditors.
3. [§162] Membership of Assignee.
4. [§163] Power of Member's Representative.

E. Management.

1. [§164] Business and Affairs Managed by Members.
2. [§165] Business and Affairs Managed by Manager.
3. [§166] Officers.
4. [§167] Agents.
5. [§168] Personal Liability of Managers and Officers.
6. [§169] Indemnification.
7. [§170] Failure To Execute or File Document.
8. [§171] Penalty For False and Deceptive Acts.

F. Dissolution.

1. [§172] Nonjudicial Dissolution.
2. [§173] Judicial Dissolution.
3. [§174] Winding Up.
4. [§175] Distribution.
5. [§176] Action Against Dissolved Company.
6. [§177] Certificates of Dissolution, Cancellation, and Continuation.

G. Foreign Limited Liability Company.

1. [§178] In General.
2. [§179] Registration.
3. [§180] Doing Business Without Registration.

H. Reorganization.

1. Conversion.
 - (a) [§181] In General.
 - (b) [§182] Plan.
 - (c) [§183] Effect.
 - (d) [§184] Statement.
2. Merger.
 - (a) [§185] In General.
 - (b) [§186] Agreement.
 - (c) [§187] Certificate of Merger.
 - (d) [§188] Effect.
 - (e) [§189] Merger of Domestic and Foreign Limited Liability Companies.
 - (f) [§190] Record Ownership of Real Property.
3. [§191] Dissenting Member's Rights.

VI. (New) CALIFORNIA REVISED UNIFORM LIMITED LIABILITY COMPANY ACT.

A. (New) In General.

1. [§192] (New) Adoption and Effect.
2. [§193] (New) Organization.
3. [§194] (New) Definitions.
4. [§195] (New) Characteristics of Limited Liability Company.
5. [§196] (New) Company Name.

6. **[§197] (New) Office and Information.**
7. **[§198] (New) Service of Process.**
- B. (New) Operating Agreement.**
 1. **[§199] (New) Nature and Scope.**
 2. **[§200] (New) Effect on Company and Members.**
 3. **[§201] (New) Effect on Third Parties and on Records.**
- C. (New) Formation.**
 1. **[§202] (New) Filing Articles of Organization.**
 2. **[§203] (New) Filing Records.**
 3. **[§204] (New) Biennial Statement.**
- D. (New) Relations With Third Parties.**
 1. **[§205] (New) Member or Manager as Agent of Company.**
 2. **[§206] (New) Liability of Company, Members, and Managers.**
 3. **[§207] (New) Failure To Execute or File Document.**
 4. **[§208] (New) Penalty for False and Deceptive Acts.**
- E. (New) Relations of Members With One Another and With Company.**
 1. **[§209] (New) Membership.**
 2. **[§210] (New) Contributions.**
 3. **(New) Distributions.**
 - (a) **[§211] (New) Right to Distribution Before Dissolution.**
 - (b) **[§212] (New) Limitations on Distribution.**
 - (c) **[§213] (New) Liability for Improper Distribution.**
 4. **(New) Management.**
 - (a) **[§214] (New) In General.**
 - (b) **[§215] (New) Member-Managed.**
 - (c) **[§216] (New) Manager-Managed.**
 5. **[§217] (New) Meetings.**
 6. **[§218] (New) Voting.**
 7. **[§219] (New) Officers.**
 8. **[§220] (New) Indemnification and Insurance.**
 9. **[§221] (New) Duties of Members.**
 10. **(New) Sharing Information.**
 - (a) **[§222] (New) Right to Information.**
 - (b) **[§223] (New) Failure of Company To Comply.**
- F. (New) Transferable Interests and Rights of Transferees and Creditors.**
 1. **[§224] (New) Transferable Interests.**
 2. **[§225] (New) Charging Order.**
- G. (New) Dissociation of Member.**
 1. **[§226] (New) In General.**
 2. **[§227] (New) Events Causing Dissociation.**
 3. **[§228] (New) Effect of Dissociation as Member.**
- H. (New) Dissolution and Winding Up.**
 1. **[§229] (New) Events Causing Dissolution.**
 2. **[§230] (New) Cancellation.**
 3. **[§231] (New) Judicial Dissolution.**
 4. **[§232] (New) Winding Up.**

5. **[\§233] (New) Distribution of Assets in Winding Up.**
 6. **[\§234] (New) Continuation of Company for Specified Purposes.**
 7. **[\§235] (New) Causes of Action Against Dissolved Company.**
 8. **[\§236] (New) Certificates of Dissolution, Cancellation, and Continuation.**
- I. [\§237] (New) Foreign Limited Liability Companies.**
- J. [\§238] (New) Actions by Members.**
- K. (New) Conversions.**
1. **[\§239] (New) Requirements for Converting From Limited Liability Company to Other Entity.**
 2. **[\§240] (New) Plan of Conversion.**
 3. **[\§241] (New) Statement or Certificate of Conversion.**
 4. **[\§242] (New) Requirements for Converting From Other Entity to Limited Liability Company.**
 5. **[\§243] (New) Effect of Conversion.**
- L. (New) Mergers.**
1. **[\§244] (New) In General.**
 2. **[\§245] (New) Membership Agreement.**
 3. **[\§246] (New) Certificate of Merger.**
 4. **[\§247] (New) Effect of Merger.**
- M. [\§248] (New) Rights of Dissenters.**