

MAINE STATE LEGISLATURE

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ONE HUNDRED AND SIXTH LEGISLATURE

Legislative Document

No. 1905

S. P. 607

In Senate, May 3, 1973

Reported by Senator Tanous of Penobscot from the Committee on Judiciary
and printed under Joint Rules No. 18.

HARRY N. STARBRANCH, Secretary

STATE OF MAINE

IN THE YEAR OF OUR LORD NINETEEN HUNDRED
SEVENTY-THREE

AN ACT to Amend the Uniform Limited Partnership Act.

Be it enacted by the People of the State of Maine, as follows:

R. S., T. 31, § 181, additional. Title 31 of the Revised Statutes is amended by adding a new section 181 to read as follows:

§ 181. Limited partnerships of other states

1. Qualification. Any limited partnership heretofore or hereafter formed in accordance with the laws of another state shall be treated as having all of the attributes accorded by the laws of such other state, excepting the right to exercise any powers not exercisable by resident limited partnerships, and shall be qualified to transact business within this State, only after it shall have filed with the Secretary of State an attested copy of its current certificate of limited partnership as amended and filed in the state of its formation, together with a statement on forms prescribed or furnished by the Secretary of State signed and sworn to by a general partner setting forth its business address within this State and the name and address of an individual resident of this State upon whom process against such limited partnership may be served. The filing fee for such certified copy and statement shall be \$10.

2. Amendments. Any change in such limited partnership or its partners shall be effective within this State only after filing with the Secretary of State an attested copy of its amended certificate of limited partnership, and any change in its business address within this State or its resident agent for service of process shall be effective only after filing with the Secretary of State a certificate of such change signed and sworn to by a general partner, for each of which the filing fee shall be \$5.

3. Validation. Prior to January 1, 1974, a limited partnership formed in accordance with the laws of another state, which has heretofore transacted business within this State subsequent to filing a certificate with the Secretary of State in accordance with section 152, or filing a mercantile certificate in accordance with section 1, or both, shall from the time of such filing be treated for all purposes as having all of the attributes accorded by the laws of such other state, excepting the right to exercise any powers not exercisable by resident limited partnerships, as qualified to transact business within this State, and as the same limited partnership as that formed in such other state.

STATEMENT OF FACT

The purpose of this bill is to provide a simplified procedure such as is presently in use in other states for qualification of foreign limited partnerships in Maine with the limited liability and other attributes accorded by the other state, rather than requiring the filing of a new, original certificate which raises the possibility that a second, separate though identical, partnership would be formed. Subsection 3 is intended to make clear that any foreign limited partnership which has previously made a good faith effort to qualify within Maine will be treated, from the date of its attempted qualification through the time it complies with subsections 1 and 2, which must not be later than December 31, 1973.