

**As Introduced**

**127th General Assembly  
Regular Session  
2007-2008**

**H. B. No. 332**

**Representative Wagoner**

**Cosponsors: Representatives Combs, Webster, Seitz, Yates, Latta,  
McGregor, J., Hite, Stebelton, Oelslager**

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**A B I L L**

To amend sections 111.16, 1329.01, 1329.04, and 1  
2329.66 and to enact sections 1775.66, 1776.01 to 2  
1776.08, 1776.10 to 1776.12, 1776.21 to 1776.24, 3  
1776.31 to 1776.38, 1776.41 to 1776.58, 1776.61 to 4  
1776.79, 1776.81 to 1776.89, 1776.91, 1776.92, 5  
1776.95, 1776.96, 1777.07, 1779.12, 1782.64, and 6  
2307.30 of the Revised Code to adopt the Revised 7  
Uniform Partnership Act to be known as the "Ohio 8  
Uniform Partnership Act (1997)," to establish that 9  
on and after January 1, 2009, the act governs new 10  
partnerships and partnerships that elect to be 11  
governed by the act, to establish that effective 12  
January 1, 2010, the act governs all partnerships 13  
in Ohio, and to establish that effective January 14  
1, 2010, the existing Ohio Partnership Law no 15  
longer governs partnerships. 16

**BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF OHIO:**

**Section 1.** That sections 111.16, 1329.01, 1329.04, and 17  
2329.66 be amended and sections 1775.66, 1776.01, 1776.02, 18  
1776.03, 1776.04, 1776.05, 1776.06, 1776.07, 1776.08, 1776.10, 19

1776.11, 1776.12, 1776.21, 1776.22, 1776.23, 1776.24, 1776.31, 20  
1776.32, 1776.33, 1776.34, 1776.35, 1776.36, 1776.37, 1776.38, 21  
1776.41, 1776.42, 1776.43, 1776.44, 1776.45, 1776.46, 1776.47, 22  
1776.48, 1776.49, 1776.50, 1776.51, 1776.52, 1776.53, 1776.54, 23  
1776.55, 1776.56, 1776.57, 1776.58, 1776.61, 1776.62, 1776.63, 24  
1776.64, 1776.65, 1776.66, 1776.67, 1776.68, 1776.69, 1776.70, 25  
1776.71, 1776.72, 1776.73, 1776.74, 1776.75, 1776.76, 1776.77, 26  
1776.78, 1776.79, 1776.81, 1776.82, 1776.83, 1776.84, 1776.85, 27  
1776.86, 1776.87, 1776.88, 1776.89, 1776.91, 1776.92, 1776.95, 28  
1776.96, 1777.07, 1779.12, 1782.64, and 2307.30 of the Revised 29  
Code be enacted to read as follows: 30

**Sec. 111.16.** The secretary of state shall charge and collect, 31  
for the benefit of the state, the following fees: 32

(A) For filing and recording articles of incorporation of a 33  
domestic corporation, including designation of agent: 34

(1) Wherein the corporation shall not be authorized to issue 35  
any shares of capital stock, one hundred twenty-five dollars; 36

(2) Wherein the corporation shall be authorized to issue 37  
shares of capital stock, with or without par value: 38

(a) Ten cents for each share authorized up to and including 39  
one thousand shares; 40

(b) Five cents for each share authorized in excess of one 41  
thousand shares up to and including ten thousand shares; 42

(c) Two cents for each share authorized in excess of ten 43  
thousand shares up to and including fifty thousand shares; 44

(d) One cent for each share authorized in excess of fifty 45  
thousand shares up to and including one hundred thousand shares; 46

(e) One-half cent for each share authorized in excess of one 47  
hundred thousand shares up to and including five hundred thousand 48

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| shares;  | 49 |
| (f) One-quarter cent for each share authorized in excess of        | 50 |
| five hundred thousand shares; provided no fee shall be less than   | 51 |
| one hundred twenty-five dollars or greater than one hundred        | 52 |
| thousand dollars.  | 53 |
| (B) For filing and recording a certificate of amendment to or      | 54 |
| amended articles of incorporation of a domestic corporation, or    | 55 |
| for filing and recording a certificate of reorganization, a        | 56 |
| certificate of dissolution, or an amendment to a foreign license   | 57 |
| application:   | 58 |
| (1) If the domestic corporation is not authorized to issue         | 59 |
| any shares of capital stock, fifty dollars;                        | 60 |
| (2) If the domestic corporation is authorized to issue shares      | 61 |
| of capital stock, fifty dollars, and in case of any increase in    | 62 |
| the number of shares authorized to be issued, a further sum        | 63 |
| computed in accordance with the schedule set forth in division     | 64 |
| (A)(2) of this section less a credit computed in the same manner   | 65 |
| for the number of shares previously authorized to be issued by the | 66 |
| corporation; provided no fee under division (B)(2) of this section | 67 |
| shall be greater than one hundred thousand dollars;                | 68 |
| (3) If the foreign corporation is not authorized to issue any      | 69 |
| shares of capital stock, fifty dollars;                            | 70 |
| (4) If the foreign corporation is authorized to issue shares       | 71 |
| of capital stock, fifty dollars.                                   | 72 |
| (C) For filing and recording articles of incorporation of a        | 73 |
| savings and loan association, one hundred twenty-five dollars; and | 74 |
| for filing and recording a certificate of amendment to or amended  | 75 |
| articles of incorporation of a savings and loan association, fifty | 76 |
| dollars;   | 77 |
| (D) For filing and recording a certificate of conversion,          | 78 |

including a designation of agent, a certificate of merger, or a 79  
certificate of consolidation, one hundred twenty-five dollars and, 80  
in the case of any new corporation resulting from a consolidation 81  
or any surviving corporation that has an increased number of 82  
shares authorized to be issued resulting from a merger, an 83  
additional sum computed in accordance with the schedule set forth 84  
in division (A)(2) of this section less a credit computed in the 85  
same manner for the number of shares previously authorized to be 86  
issued or represented in this state by each of the corporations 87  
for which a consolidation or merger is effected by the 88  
certificate; 89

(E) For filing and recording articles of incorporation of a 90  
credit union or the American credit union guaranty association, 91  
one hundred twenty-five dollars, and for filing and recording a 92  
certificate of increase in capital stock or any other amendment of 93  
the articles of incorporation of a credit union or the 94  
association, fifty dollars; 95

(F) For filing and recording articles of organization of a 96  
limited liability company, for filing and recording an application 97  
to become a registered foreign limited liability company, for 98  
filing and recording a registration application to become a 99  
domestic limited liability partnership, or for filing and 100  
recording an application to become a registered foreign limited 101  
liability partnership, one hundred twenty-five dollars; 102

(G) For filing and recording a certificate of limited 103  
partnership or an application for registration as a foreign 104  
limited partnership, or for filing an initial statement of 105  
partnership authority pursuant to section 1776.33 of the Revised 106  
Code, one hundred twenty-five dollars. 107

(H) For filing a copy of papers evidencing the incorporation 108  
of a municipal corporation or of annexation of territory by a 109  
municipal corporation, five dollars, to be paid by the municipal 110

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| corporation, the petitioners therefor, or their agent;  | 111   |
| (I) For filing and recording any of the following:  | 112   |
| (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;   | 113<br>114<br>115<br>116                      |
| (2) A biennial report or biennial statement pursuant to section 1775.63 or 1785.06 of the Revised Code, <u>or an annual report pursuant to section 1776.83 of the Revised Code</u> , twenty-five dollars;   | 117<br>118<br>119<br>120                      |
| (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.   | 121<br>122<br>123<br>124<br>125               |
| (J) For filing any certificate or paper not required to be recorded, five dollars;  | 126<br>127                                    |
| (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.                     | 128<br>129<br>130<br>131<br>132<br>133<br>134 |
| (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, <u>division (E) of section 1776.74</u> , division (E) of section 1782.433, or division (E) of section 1782.4310 of the | 135<br>136<br>137<br>138<br>139<br>140<br>141 |

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| Revised Code, twenty-five dollars.   | 142                                    |
| (L) For a minister's license to solemnize marriages, ten dollars;  | 143<br>144                             |
| (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;   | 145<br>146<br>147                      |
| (N) Fifty dollars for filing and recording any of the following:   | 148<br>149                             |
| (1) A certificate of dissolution and accompanying documents, or a certificate of cancellation, under section 1701.86, 1702.47, 1705.43, <u>1776.65</u> , or 1782.10 of the Revised Code;   | 150<br>151<br>152                      |
| (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;  | 153<br>154<br>155                      |
| (3) The withdrawal of registration of a foreign or domestic limited liability partnership under section 1775.61 <del>or</del> <u>1775.64</u> , <u>1776.81</u> , or <u>1776.86</u> 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;                      | 156<br>157<br>158<br>159<br>160        |
| (4) The filing of a <u>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</u> cancellation of disclaimer of general partner status under Chapter 1782. of the Revised Code. | 161<br>162<br>163<br>164<br>165<br>166 |
| (O) For filing a statement of continued existence by a nonprofit corporation, twenty-five dollars;   | 167<br>168                             |
| (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   | 169<br>170<br>171                      |

section 1705.08 or 1782.09 of the Revised Code, or a correction 172  
under section 1705.55, 1775.61, 1775.64, 1776.11, or 1782.52 of 173  
the Revised Code, fifty dollars; 174

(Q) For filing for reinstatement of an entity cancelled by 175  
operation of law, by the secretary of state, by order of the 176  
department of taxation, or by order of a court, twenty-five 177  
dollars; 178

(R) For filing a change of agent, resignation of agent, or 179  
change of agent's address under section 1701.07, 1702.06, 180  
1703.041, 1703.27, 1705.06, 1705.55, 1746.04, 1747.03, or 1782.04 181  
of the Revised Code, twenty-five dollars; 182

(S) For filing and recording any of the following: 183

(1) An application for the exclusive right to use a name or 184  
an application to reserve a name for future use under section 185  
1701.05, 1702.05, 1703.31, 1705.05, or 1746.06 of the Revised 186  
Code, fifty dollars; 187

(2) A trade name or fictitious name registration or report, 188  
fifty dollars; 189

(3) An application to renew any item covered by division 190  
(S)(1) or (2) of this section that is permitted to be renewed, 191  
twenty-five dollars; 192

(4) An assignment of rights for use of a name covered by 193  
division (S)(1), (2), or (3) of this section, the cancellation of 194  
a name registration or name reservation that is so covered, or 195  
notice of a change of address of the registrant of a name that is 196  
so covered, twenty-five dollars. 197

(T) For filing and recording a report to operate a business 198  
trust or a real estate investment trust, either foreign or 199  
domestic, one hundred twenty-five dollars; and for filing and 200  
recording an amendment to a report or associated trust instrument, 201

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| or a surrender of authority, to operate a business trust or real   | 202 |
| estate investment trust, fifty dollars;                            | 203 |
| (U)(1) For filing and recording the registration of a              | 204 |
| trademark, service mark, or mark of ownership, one hundred         | 205 |
| twenty-five dollars;   | 206 |
| (2) For filing and recording the change of address of a            | 207 |
| registrant, the assignment of rights to a registration, a renewal  | 208 |
| of a registration, or the cancellation of a registration           | 209 |
| associated with a trademark, service mark, or mark of ownership,   | 210 |
| twenty-five dollars.   | 211 |
| (V) For filing a service of process with the secretary of          | 212 |
| state, five dollars, except as otherwise provided in any section   | 213 |
| of the Revised Code.   | 214 |
| Fees specified in this section may be paid by cash, check, or      | 215 |
| money order, by credit card in accordance with section 113.40 of   | 216 |
| the Revised Code, or by an alternative payment program in          | 217 |
| accordance with division (B) of section 111.18 of the Revised      | 218 |
| Code. Any credit card number or the expiration date of any credit  | 219 |
| card is not subject to disclosure under Chapter 149. of the        | 220 |
| Revised Code.  | 221 |
| <b>Sec. 1329.01.</b> (A) As used in sections 1329.01 to 1329.10 of | 222 |
| the Revised Code:  | 223 |
| (1) "Trade name" means a name used in business or trade to         | 224 |
| designate the business of the user and to which the user asserts a | 225 |
| right to exclusive use.  | 226 |
| (2) "Fictitious name" means a name used in business or trade       | 227 |
| that is fictitious and that the user has not registered or is not  | 228 |
| entitled to register as a trade name. It does not include the name | 229 |
| of record of any domestic corporation that is formed under Chapter | 230 |
| 1701. or 1702. of the Revised Code, any foreign corporation that   | 231 |



is registered pursuant to Chapter 1703. of the Revised Code, any 232  
domestic or foreign limited liability company that is formed under 233  
or registered pursuant to Chapter 1705. of the Revised Code, any 234  
domestic or foreign limited partnership that is formed under or 235  
registered pursuant to Chapter 1782. of the Revised Code, or any 236  
domestic or foreign limited liability partnership that is formed 237  
under or registered pursuant to Chapter 1775. of the Revised Code. 238

(3) "Person" includes any individual, general partnership, 239  
limited partnership, limited liability partnership, corporation, 240  
association, professional association, limited liability company, 241  
society, foundation, federation, or organization formed under the 242  
laws of this state or any other state. 243

(B) Subject to sections 1329.01 to 1329.10 of the Revised 244  
Code, any person may register with the secretary of state, on a 245  
form prescribed by the secretary of state, any trade name under 246  
which the person is operating, setting forth all of the following: 247

(1) The name and business address of the applicant for 248  
registration and any of the following that is applicable: 249

(a) If the applicant is a general partnership, the ~~names~~ name 250  
and ~~residence addresses~~ address of ~~all of the partners~~ at least 251  
one partner or the identifying number the secretary of state 252  
assigns to the partnership pursuant to section 1776.05 of the 253  
Revised Code; 254

~~(b) If the applicant is a limited partnership existing prior~~ 255  
~~to July 1, 1994, that has not registered with the secretary of~~ 256  
~~state pursuant to Chapter 1782. of the Revised Code, the name of~~ 257  
~~the Ohio county in which its certificate of limited partnership or~~ 258  
~~application for registration as a foreign limited partnership is~~ 259  
~~filed;~~ 260

~~(c) If the applicant is a limited partnership to which~~ 261  
~~division (B)(1)(b) of this section does not apply or is, a~~ 262

corporation, professional association, limited liability company, 263  
or other entity, the form of the entity and the state under the 264  
laws of which it was formed. 265

(2) The trade name to be registered; 266

(3) The general nature of the business conducted by the 267  
applicant; 268

(4) The length of time during which the trade name has been 269  
used by the applicant in business operations in this state. 270

(C) The trade name application shall be signed by the 271  
applicant or by any authorized representative of the applicant. 272

A single trade name may be registered upon each trade name 273  
application submitted under sections 1329.01 to 1329.10 of the 274  
Revised Code. 275

The trade name application shall be accompanied by a filing 276  
fee of fifty dollars, payable to the secretary of state. 277

(D) Any person who does business under a fictitious name and 278  
who has not registered and does not wish to register the 279  
fictitious name as a trade name or who cannot do so because the 280  
name is not available for registration shall report the use of the 281  
fictitious name to the secretary of state, on a form prescribed by 282  
the secretary of state, setting forth all of the following: 283

(1) The name and business address of the user and any of the 284  
following that is applicable: 285

(a) If the user is a general partnership, the names and 286  
~~residence addresses~~ address of all the partners at least one 287  
partner or the identifying number the secretary of state assigns 288  
to the partnership pursuant to section 1775.105 of the Revised 289  
Code; 290

(b) ~~If the user is a limited partnership existing prior to~~ 291  
~~July 1, 1994, that has not been registered with the secretary of~~ 292

~~state pursuant to Chapter 1782. of the Revised Code, the name of~~ 293  
~~the Ohio county in which its certificate of limited partnership or~~ 294  
~~application for registration as a foreign limited partnership is~~ 295  
~~filed;~~ 296

~~(e)~~ If the user is a limited partnership ~~to which division~~ 297  
~~(D)(1)(b) of this section does not apply or is,~~ a corporation, 298  
professional association, limited liability company, or other 299  
entity, the form of the entity and the state under whose laws it 300  
was formed. 301

(2) The fictitious name being used; 302

(3) The general nature of the business conducted by the user. 303

(E) The report of use of a fictitious name shall be signed by 304  
the user or by any authorized representative of the user. 305

A single fictitious name may be registered upon each 306  
fictitious name report submitted under sections 1329.01 to 1329.10 307  
of the Revised Code. 308

The fictitious name report shall be accompanied by a filing 309  
fee of fifty dollars, payable to the secretary of state. 310

A report under this division shall be made within thirty days 311  
after the date of the first use of the fictitious name. 312

**Sec. 1329.04.** Registration of a trade name or report of a 313  
fictitious name, under sections 1329.01 to 1329.10 of the Revised 314  
Code, shall be effective for a term of five years from the date of 315  
registration or report. Upon application filed within six months 316  
prior to the expiration of such term, on a form furnished by the 317  
secretary of state, the registration or report may be renewed at 318  
the end of each five-year period for a like term, provided that a 319  
general partnership shall renew its registration or report 320  
whenever ~~there has been a change in the listing of partners~~ any 321  
partner named on its registration or report ~~and a limited~~ 322

~~partnership shall renew its registration or report when a change~~ 323  
~~occurs in the listing of its general partners on its registration~~ 324  
~~or report ceases to be a partner.~~ Such a renewal shall extend the 325  
registration or report for five years, unless further changes 326  
occur in the interim. The renewal fee specified in division (S)(3) 327  
of section 111.16 of the Revised Code, payable to the secretary of 328  
state, shall accompany the application for renewal of the 329  
registration or report. 330

The secretary of state shall notify persons who have 331  
registered trade names or reported fictitious names, within the 332  
six months next preceding the expiration of the five years from 333  
the date of registration or report, of the necessity of renewal by 334  
writing to the last known address of such persons. 335

Sec. 1775.66. (A) This chapter does not govern any 336  
partnership on and after the first day of January, 2010. 337

(B) This chapter does not govern any partnership that is 338  
formed on or after the first day of January, 2009. Chapter 1776. 339  
of the Revised Code governs any partnership formed on or after 340  
that date. 341

(C) This chapter does not govern any partnership that elects 342  
to be governed by Chapter 1776. of the Revised Code pursuant to 343  
procedures in division (C) of section 1776.95 of the Revised Code, 344  
on and after the date the partnership elects to be governed by 345  
that chapter. 346

Sec. 1776.01. As used in this chapter: 347

(A) "Business" includes every trade, occupation, and 348  
profession. 349

(B) "Debtor in bankruptcy" means a person who is the subject 350  
of an order for relief under Title 11 of the United States Code, a 351  
comparable order under a successor statute of general application, 352

or a comparable order under any federal, state, or foreign law 353  
governing insolvency. 354

(C) "Constituent" means in a merger or consolidation, the 355  
domestic or foreign entity that merges into another entity, the 356  
entity into which another entity is merged, or an existing entity 357  
consolidated along with another entity into a new entity. 358

(D) "Distribution" means a transfer of money or other 359  
property from a partnership to a partner in the partner's capacity 360  
as a partner, or to a transferee of the partner. 361

(E) "Domestic partnership" means a partnership formed under 362  
section 1776.22 of the Revised Code or a predecessor law. 363

(F) "Economic interest" means a partner's share of the 364  
profits and losses of a partnership and the partner's right to 365  
receive distributions. 366

(G) "Entity" means any of the following: 367

(1) A for-profit corporation existing under the laws of this 368  
state or any other state; 369

(2) Any of the following organizations existing under the 370  
laws of this state, the United States, or any other state: 371

(a) A business trust or association; 372

(b) A real estate investment trust; 373

(c) A common law trust; 374

(d) An unincorporated business or for-profit organization 375  
including a general or limited partnership; 376

(e) A limited liability company; 377

(f) A nonprofit corporation. 378

(H) "Foreign entity" means an entity formed under the laws of 379  
another state. 380

(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. 381  
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(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. 385  
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(K) "Liquidating trustee" means a person other than a partner, who carries out the winding up of a partnership. 389  
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(L) "Partner" means a person admitted to a partnership as a partner. 391  
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(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. 393  
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(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. 397  
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(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. 404  
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(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. 407  
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(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. 411  
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(R) "Property" means all property, real, personal, or mixed,  
tangible or intangible, or any interest therein. 418  
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(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. 420  
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(T) "Statement" means a statement of correction or corrected  
statement under section 1776.11 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 under section 1776.70 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. 429  
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(U) "Surviving" means, as applied to an entity, the  
constituent entity that is specified as the entity into which one 441  
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or more other constituent entities are to be or have been merged. 443

(V) "Transfer" includes an assignment, conveyance, lease, mortgage, deed, and encumbrance. 444  
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(W) "Tribunal" means a court, or if provided in the partnership agreement or otherwise agreed, an arbitrator, arbitration panel, or other tribunal. 446  
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**Sec. 1776.02.** (A) A person knows a fact if the person has actual knowledge of the fact. 449  
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(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. 451  
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(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. 455  
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(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. 459  
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(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. 463  
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(2) A person exercises reasonable diligence if the person maintains reasonable routines for communicating significant information to the individual conducting the transaction and there 470  
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is reasonable compliance with the routines. Reasonable diligence 473  
does not require an individual acting for the person to 474  
communicate information unless the communication is part of the 475  
individual's regular duties or the individual has reason to know 476  
of the transaction and that the transaction would be materially 477  
affected by the information. 478

(F) A partner's knowledge, notice, or receipt of a 479  
notification of a fact relating to the partnership is effective 480  
immediately as knowledge by, notice to, or receipt of a 481  
notification by the partnership, except in the case of a fraud on 482  
the partnership committed by or with the consent of that partner. 483

**Sec. 1776.03.** (A) Except as otherwise provided in division 484  
(B) of this section, the partnership agreement governs relations 485  
among the partners and between the partners and the partnership. 486  
To the extent the partnership agreement does not otherwise 487  
provide, this chapter governs relations among the partners and 488  
between the partners and the partnership. 489

(B) The partnership agreement may not do any of the 490  
following: 491

(1) Vary the rights and duties under section 1776.05 of the 492  
Revised Code except to eliminate the duty to provide copies of 493  
statements to all of the partners; 494

(2) Unreasonably restrict the right of access to books and 495  
records under division (B) of section 1776.43 of the Revised Code; 496

(3) Eliminate the duty of loyalty under division (B) of 497  
section 1776.44 of the Revised Code or division (B)(3) of section 498  
1776.53 of the Revised Code, but the partnership agreement may 499  
identify specific types or categories of activities that do not 500  
violate the duty of loyalty, if not manifestly unreasonable, and 501  
all of the partners or a number or percentage specified in the 502

partnership agreement may authorize or ratify, after full 503  
disclosure of all material facts, a specific act or transaction 504  
that otherwise would violate the duty of loyalty; 505

(4) Unreasonably reduce the duty of care under division (C) 506  
of section 1776.44 of the Revised Code or division (B)(3) of 507  
section 1776.53 of the Revised Code; 508

(5) Eliminate the obligation of good faith and fair dealing 509  
under division (D) of section 1776.44 of the Revised Code, but the 510  
partnership agreement may prescribe the standards by which the 511  
performance of the obligation is to be measured, if the standards 512  
are not manifestly unreasonable; 513

(6) Vary the power to dissociate as a partner under division 514  
(A) of section 1776.52 of the Revised Code, except to require the 515  
notice under division (A) of section 1776.51 of the Revised Code 516  
to be in writing; 517

(7) Vary the right of a tribunal to expel a partner in the 518  
events specified in division (E) of section 1776.51 of the Revised 519  
Code; 520

(8) Vary the requirement to wind up the partnership business 521  
in cases specified in division (D), (E), or (F) of section 1776.61 522  
of the Revised Code; 523

(9) Vary the law applicable to a limited liability 524  
partnership under division (B) of section 1776.06 of the Revised 525  
Code; 526

(10) Restrict rights of third parties under this chapter. 527

**Sec. 1776.04.** (A) Unless displaced by particular provisions 528  
of this chapter, the principles of law and equity supplement this 529  
chapter. 530

(B) If an obligation to pay interest under this chapter does 531  
not specify a rate of interest, the rate is that specified in 532

section 1343.03 of the Revised Code. 533

(C) No partnership and no person acting on behalf of a 534  
partnership shall interpose the defense or make the claim of usury 535  
in any action or proceeding upon, or with reference to, any 536  
obligation of that partnership. The notes, bonds, other evidences 537  
of indebtedness, mortgages, pledges, and deeds of trust of a 538  
partnership shall not be set aside, impaired, or adjudged invalid 539  
by reason of anything contained in any laws prohibiting or 540  
otherwise pertaining to usury or regulating interest rates. 541

(D) No obligation of a partner to a partnership arising under 542  
a partnership agreement or a separate agreement or writing, and no 543  
note, instruction or other writing evidencing any such obligation 544  
of a partner, is subject to the defense of usury, and no partner 545  
shall interpose the defense of usury with respect to any such 546  
obligation in any action. 547

**Sec. 1776.05.** (A) A statement may be filed in the office of 548  
the secretary of state. A certified copy of a statement that is 549  
filed in an office in another state may be filed in the office of 550  
the secretary of state provided that it is accompanied by a form 551  
the secretary of state prescribes for that purpose. Either filing 552  
has the effect provided in this chapter with respect to 553  
partnership property located in, or transactions that occur in, 554  
this state. 555

(B) A certified copy of a statement filed in the office of 556  
the secretary of state and recorded in the office of a county 557  
recorder in this state has the effect provided for recorded 558  
statements in this chapter with respect to real property in the 559  
county in which recorded. A recorded statement that is not a 560  
certified copy of a statement filed in the office of the secretary 561  
of state does not have the effect provided for recorded statements 562  
in this chapter. 563

(C) At least one partner or one person the partnership 564  
authorizes shall execute any statement a partnership files. A 565  
partner, a person the partnership authorizes, or other person this 566  
chapter authorizes shall execute other statements. An individual 567  
who executes a statement shall personally declare, under penalty 568  
of perjury, that the contents of the statement are accurate. 569

(D) A person authorized by this chapter to file a statement 570  
may amend or cancel the statement by filing an amendment or 571  
cancellation that names the partnership, identifies the statement, 572  
and states the substance of the amendment or cancellation. 573

(E) A person who files a statement pursuant to this chapter 574  
shall promptly send a copy of that statement to every nonfiling 575  
partner and to any other person named as a partner in the 576  
statement. Failure to send a copy of a statement to a partner or 577  
other person does not limit the effectiveness of the statement as 578  
to a person not a partner. 579

(F) The secretary of state may collect a fee for filing or 580  
providing a certified copy of a statement. The county recorder may 581  
collect a fee for recording a statement. 582

(G) When a partnership files its first statement with the 583  
secretary of state, the secretary of state shall assign a unique 584  
identifying number to that partnership. Whenever a person files a 585  
statement relating to a partnership to which the secretary of 586  
state has assigned an identifying number or files a statement with 587  
a county recorder, the statement shall include the identifying 588  
number assigned to the partnership. 589

**Sec. 1776.06.** (A) Except as otherwise provided in this 590  
section, the law of the jurisdiction in which a partnership has 591  
its chief executive office governs relations among the partners 592  
and between the partners and the partnership. 593

(B) The law of this state governs relations among the 594  
partners and between the partners and the partnership and the 595  
liability of partners for an obligation of a limited liability 596  
partnership. 597

(C) The law of this state governs relations among the 598  
partners and between the partners and the partnership of any 599  
partnership other than a limited liability partnership if the 600  
partnership agreement, by its terms, provides that the laws of 601  
this state govern the partnership agreement. 602

(D) The laws of a specified jurisdiction other than this 603  
state govern the relationship among the partners and between the 604  
partners and the partnership of any partnership other than a 605  
limited liability partnership, if the partnership agreement, by 606  
its terms, provides that the laws of that jurisdiction govern the 607  
partnership agreement and that jurisdiction allows that election. 608

(E) A partnership governed by this chapter is subject to any 609  
amendment to or repeal of any or all of the sections in this 610  
chapter. 611

**Sec. 1776.07.** (A) Any partnership that maintains an effective 612  
statement of partnership authority under section 1776.33 of the 613  
Revised Code shall maintain continuously in this state an agent 614  
for service of process on the partnership. The agent shall be an 615  
individual who is a resident of this state, a domestic 616  
corporation, or a foreign corporation holding a license as a 617  
foreign corporation under the laws of this state. 618

(B) The secretary of state shall not accept an original 619  
statement of partnership authority for filing unless the statement 620  
of partnership authority includes a written appointment of an 621  
agent as this section requires and a written acceptance of the 622  
appointment signed by the designated agent. 623

(C) If an agent dies, resigns, or moves outside of this 624  
state, the partnership shall appoint forthwith another agent and 625  
file with the secretary of state an amendment to its statement of 626  
partnership authority appointing a new agent and including a 627  
written acceptance of the appointment that is signed by the 628  
designated agent. 629

(D) If the address of an agent changes from that stated in 630  
the records of the secretary of state, the partnership forthwith 631  
shall file with the secretary of state an amendment to its 632  
statement of partnership authority setting forth the new address. 633

(E) An agent may resign by filing a written and signed notice 634  
of resignation with the secretary of state on a form the secretary 635  
prescribes and mailing a copy of that notice to the partnership. 636  
The agent shall mail the copy of the notice to the partnership at 637  
the current or last known address of its principal office on or 638  
prior to the date that the agent files the notice with the 639  
secretary of state. The notice shall include the name of the 640  
partnership, the name and current address of the agent, the 641  
current or last known address, including the street and number or 642  
other particular description, of the partnership's principal 643  
office, a statement of the resignation of the agent, and a 644  
statement that a copy of the notice was provided to the 645  
partnership within the time and in the manner specified in this 646  
division. The resigning agent's authority terminates thirty days 647  
after filing the notice with the secretary of state. 648

(F) A partnership may revoke the appointment of its agent by 649  
filing with the secretary of state an amendment to its statement 650  
of partnership authority indicating that the appointment of the 651  
former agent is revoked and that a new agent is appointed. A 652  
written acceptance signed by the new designated agent shall 653  
accompany the filing. 654

(G)(1) Any legal process, notice, or demand required or 655

permitted by law to be served upon a partnership with an effective 656  
statement of partnership authority may be served upon the 657  
partnership as follows: 658

(a) If its agent is an individual, by delivering a copy of 659  
the process, notice, or demand to the agent; 660

(b) If its agent is a corporation, by delivering a copy of 661  
the process, notice, or demand to the address of the agent in this 662  
state as contained in the records of the secretary of state. 663

(2)(a) If its agent cannot be found or no longer has the 664  
address stated in the records of the secretary of state or the 665  
partnership has failed to maintain an agent as this section 666  
requires, and the party, agent, or representative that desires 667  
service files with the secretary of state an affidavit stating 668  
that one of those circumstances exists and the most recent address 669  
of the partnership ascertained after a diligent search, then 670  
service upon the secretary of state as the agent of the 671  
partnership may be initiated by delivering to the secretary of 672  
state four copies of the process, notice, or demand accompanied by 673  
a fee of five dollars. 674

(b) The secretary of state forthwith shall give notice of 675  
that delivery to the partnership at either its principal office as 676  
shown upon the secretary of state's records or at any different 677  
address specified in the affidavit of the party desiring service 678  
and shall forward to the partnership at either address by 679  
certified mail, return receipt requested, a copy of the process, 680  
notice, or demand. 681

(c) Service upon the partnership is made when the secretary 682  
of state gives the notice and forwards the process, notice, or 683  
demand as set forth in division (G)(2) of this section. 684

(H) The secretary of state shall keep a record of each 685  
process, notice, and demand that pertains to a partnership and 686

that is delivered to the secretary of state's office under this 687  
section or another law of this state that authorizes service upon 688  
the secretary of state in connection with a partnership. In that 689  
record, the secretary shall record the time of each delivery of 690  
that type and the secretary's subsequent action with respect to 691  
the process, notice, or demand. 692

(I) Nothing in this section limits or affects the right to 693  
serve process in any other manner now or hereafter provided by 694  
law. This section is an extension of, and not a limitation upon, 695  
the right otherwise existing of service of legal process. 696

**Sec. 1776.08.** (A) Service of legal process upon any 697  
partnership that has not filed a statement of partnership 698  
authority in this state and that is formed under the laws of this 699  
state or doing business in this state may be made by delivering a 700  
copy personally to any partner doing business in this state or by 701  
leaving it at a partner's dwelling house or usual place of abode 702  
in this state or at a place of business of the partnership in this 703  
state. 704

(B) Nothing in this section limits or affects the right to 705  
serve process in any other manner now or hereafter provided by 706  
law. This section is an extension of, and not a limitation upon, 707  
the right otherwise existing of service of legal process. 708

**Sec. 1776.10.** (A)(1) A partner or a liquidating trustee of a 709  
partnership that is formed under the laws of this state or that is 710  
doing business in this state may be served with process in the 711  
manner this section prescribes in all civil actions or proceedings 712  
brought in this state involving or relating to the business of the 713  
partnership or a violation by the partner or the liquidating 714  
trustee of a duty to the partnership or any partner of the 715  
partnership, whether or not the partner or the liquidating trustee 716



is a partner or a liquidating trustee at the time suit is 717  
commenced. 718

(2) A person who is a partner or liquidating trustee on the 719  
date on which this chapter first applies to the partnership 720  
pursuant to division (C) of section 1776.95 of the Revised Code, 721  
or who thereafter becomes a partner or a liquidating trustee of a 722  
partnership, thereby consents to the appointment of each partner 723  
who has signed a statement of partnership authority under section 724  
1776.33 of the Revised Code, and any agent named in a statement of 725  
partnership authority under section 1776.33 of the Revised Code, 726  
as that person's agent upon whom service of process may be made. 727  
Any process so served shall be of the same legal force and 728  
validity as if served upon the partner or liquidating trustee 729  
within this state. 730

(B) In a written partnership agreement or other writing, a 731  
partner may consent to be subject to the nonexclusive jurisdiction 732  
of the courts of, or arbitration in, a specified jurisdiction, or 733  
the exclusive jurisdiction of the courts of this state, or the 734  
exclusivity of arbitration in a specified jurisdiction or this 735  
state, and to be served with legal process in the manner 736  
prescribed in the partnership agreement or other writing. 737

(C) Nothing in this section limits or affects the right to 738  
serve process in any other manner now or hereafter provided by 739  
law. This section is an extension of, and not a limitation upon, 740  
the right otherwise existing of service of legal process. 741

**Sec. 1776.11.** (A) Any person who is adversely affected by the 742  
failure or refusal of a person to execute a statement as this 743  
chapter requires may petition the court of common pleas to direct 744  
the execution of that statement. If the court finds that the 745  
execution of the statement is proper and that a person has failed 746

or refused to execute that statement as designated, the court 747  
shall order the secretary of state to file an appropriate 748  
statement. 749

(B) Any person who is adversely affected by the failure or 750  
refusal of another person to execute a partnership agreement or 751  
amendment when that person is designated to do so may petition the 752  
court of common pleas to direct the execution of the partnership 753  
agreement or amendment. If the court finds that the partnership 754  
agreement or amendment should be executed and that a designated 755  
person has failed or refused to do so, the court shall enter an 756  
order granting appropriate relief. 757

**Sec. 1776.12.** (A) Any statement filed with the secretary of 758  
state pursuant to this chapter that is an inaccurate record of the 759  
action referred to in the statement, or that was defectively or 760  
erroneously executed, may be corrected by filing a statement of 761  
correction with the secretary of state. The statement of 762  
correction shall specify the inaccuracy or defect to be corrected, 763  
set forth the inaccurate or defective portion of the statement in 764  
corrected form, and be executed and filed as this chapter 765  
requires. The statement of correction is effective as of the date 766  
the original statement was filed, except as to persons who are 767  
substantially and adversely affected by the correction, for whom 768  
the statement of correction is effective from its filing date. 769

(B) In lieu of filing a statement of correction as division 770  
(A) of this section describes, a statement may be corrected by 771  
executing and filing a corrected statement with the secretary of 772  
state in the same manner as an original statement, and paying a 773  
fee equal to the fee payable for an original statement. The 774  
corrected statement shall specify in its heading that it is a 775  
corrected statement, specify the inaccuracy or defect to be 776  
corrected, and set forth the entire statement in corrected form. A 777

statement corrected in accordance with this division is effective 778  
as of the date the original statement was filed, except as to 779  
those who are substantially and adversely affected by the 780  
correction, for whom the corrected statement is effective from its 781  
filing date. 782

**Sec. 1776.21.** (A) A partnership is an entity distinct from 783  
its partners. 784

(B) A limited liability partnership continues to be the same 785  
entity that existed before the filing of a statement of 786  
qualification under section 1776.81 of the Revised Code. 787

(C) Except as otherwise provided in the Revised Code or the 788  
partnership agreement, a partnership formed under this chapter has 789  
authority to engage in any activity in which a domestic 790  
corporation or a domestic limited liability company may lawfully 791  
engage and has the powers of a domestic corporation or domestic 792  
limited liability company. 793

**Sec. 1776.22.** (A) Except as otherwise provided in division 794  
(B) of this section, any association of two or more persons to 795  
carry on as co-owners a business for-profit forms a partnership, 796  
whether or not the persons intend to form a partnership. 797

(B) An association formed under a statute not included in 798  
this chapter, a predecessor statute, or a comparable statute of 799  
another jurisdiction is not a partnership under this chapter. 800

(C) In determining whether a partnership is formed, the 801  
following rules apply: 802

(1) Holding property in joint tenancy, tenancy in common, 803  
tenancy by the entireties, joint property, common property, or 804  
part ownership does not by itself establish a partnership, even if 805  
the co-owners share profits made by the use of the property. 806

(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. 807  
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(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: 811  
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(a) A debt by installments or otherwise; 814

(b) Services as an independent contractor or wages or other compensation to an employee; 815  
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(c) Rent; 817

(d) An annuity or other retirement or health benefit to a beneficiary, representative, or designee of a deceased or retired partner; 818  
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(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; 821  
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(f) The sale of the goodwill of a business or other property by installments or otherwise. 826  
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**Sec. 1776.23. (A) Property acquired by a partnership is property of the partnership and not the property of the partners individually.** 828  
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(B) Property is partnership property if the property is acquired in the name of either of the following: 831  
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(1) The partnership; 833

(2) One or more partners when the instrument transferring title to the property indicates that the transferee holds the 834  
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property in the capacity as a partner, or that a partnership 836  
exists but without an indication of the name of the partnership. 837

(C) Property is acquired in the name of the partnership by a 838  
transfer to either of the following: 839

(1) The partnership in its name; 840

(2) One or more partners in their capacity as partners in the 841  
partnership, if the name of the partnership is indicated in the 842  
instrument transferring title to the property. 843

(D) Property is presumed to be partnership property if 844  
purchased with partnership assets, even if it is not acquired as 845  
described in division (B) of this section. 846

(E) Property acquired in the name of one or more of the 847  
partners, when there is no indication in the instrument 848  
transferring title to the property of the person's capacity as a 849  
partner or of the existence of a partnership and without the use 850  
of partnership assets, is presumed to be separate property, even 851  
if used for partnership purposes. 852

**Sec. 1776.24.** (A) The contribution of a partner may be in 853  
cash, property or services rendered, or a promissory note or other 854  
obligation to contribute cash or property or to perform services. 855  
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(B) A partner is obligated to the partnership to perform any 857  
promise to contribute cash, property, or services even if the 858  
partner is unable to perform because of death, disability, or any 859  
other reason. If a partner does not make the required contribution 860  
of property or services, the partner is obligated, at the option 861  
of the partnership, to contribute cash equal to the value of the 862  
contribution that has not been made. The foregoing option is in 863  
addition to, and not in lieu of, any other rights, including the 864  
right to specific performance, that the partnership may have 865

against a partner under the partnership agreement or applicable 866  
law. 867

(C) A partnership agreement may provide that the partnership 868  
interest of any partner who fails to make any required 869  
contribution is subject to specified penalties for, or specified 870  
consequences of, that failure. The penalty or consequence may take 871  
the form of reducing or eliminating the defaulting partner's 872  
interest in the partnership, subordinating the partner's 873  
partnership interest to that of nondefaulting partners, a forced 874  
sale of the partner's partnership interest, forfeiture of the 875  
partner's partnership interest, the lending by other partners of 876  
the amount necessary to meet the partner's commitment, a fixing of 877  
the value of the partner's partnership interest by appraisal or by 878  
formula and the redemption or sale of the partner's partnership 879  
interest at that value, or any other penalty or consequence. 880

**Sec. 1776.31.** Both of the following govern the acts of a 881  
partner, subject to any statement of partnership authority under 882  
section 1776.33 of the Revised Code: 883

(A) Each partner is an agent of the partnership for the 884  
purpose of its business. An act of a partner, including the 885  
execution of an instrument in the partnership name, for apparently 886  
carrying on in the ordinary course the partnership business or 887  
business of the kind carried on by the partnership binds the 888  
partnership, unless the partner had no authority to act for the 889  
partnership in the particular matter and the person with whom the 890  
partner was dealing knew or had received a notification that the 891  
partner lacked authority. 892

(B) An act of a partner that is not apparently for carrying 893  
on in the ordinary course the partnership business or business of 894  
the kind the partnership carries on binds the partnership only if 895  
the act was authorized by the other partners. 896

Sec. 1776.32. (A) Partnership property may be transferred as follows: 897  
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(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. 899  
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(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. 903  
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(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. 909  
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(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: 915  
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(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; 920  
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(2) A transferee who gave value for property transferred under division (A)(3) of this section, knew or had received a 925  
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notification that the property was partnership property and the 927  
person who executed the instrument of initial transfer lacked 928  
authority to bind the partnership. 929

(C) A partnership may not recover partnership property from a 930  
subsequent transferee if, under division (B) of this section, the 931  
partnership would not have been entitled to recover the property 932  
from any earlier transferee of the property. 933

(D) If a person holds all interests of all partners in the 934  
partnership, all of the partnership property vests in that person. 935  
The person may execute a document in the name of the partnership 936  
to evidence vesting of the property in that person and may file or 937  
record the document. 938

**Sec. 1776.33.** (A)(1) A partnership may file a statement of 939  
partnership authority. Any statement filed pursuant to this 940  
section shall include all of the following: 941

(a) The name of the partnership; 942

(b) The street address of the partnership's chief executive 943  
office and that of one office in this state, if an office exists 944  
in this state; 945

(c) The names and mailing addresses of all of the partners or 946  
of an information agent the partnership appoints and maintains for 947  
the purpose of division (B) of this section; 948

(d) The name and address of the agent for service of process 949  
and the signed acceptance of appointment, as section 1776.07 of 950  
the Revised Code requires. 951

(2) Any statement filed pursuant to this section may state 952  
the names of the partners authorized to execute an instrument 953  
transferring real property held in the name of the partnership, 954  
the authority, including any limitations, that some or all of the 955  
partners have to enter into other transactions on behalf of the 956



partnership, and any other matter. 957

(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. 958  
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(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. 962  
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(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: 968  
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(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. 972  
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(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 979  
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a limitation on authority in the office of a county recorder 988  
revives the previous grant of authority filed in that office. 989

(E) A person not a partner is deemed to know of a limitation 990  
of a partner's authority to transfer real property held in the 991  
name of the partnership if a certified copy of the filed statement 992  
containing the limitation on authority is of record in the office 993  
for recording transfers of that real property. 994

(F) Except as otherwise provided in divisions (D) and (E) of 995  
this section and sections 1776.57 and 1776.65 of the Revised Code, 996  
a person not a partner is not deemed to know of a limitation on 997  
the authority of a partner merely because the limitation is 998  
contained in a filed statement. 999

(G) Unless earlier canceled, a filed statement of partnership 1000  
authority is canceled by operation of law five years after the 1001  
date on which the statement, or the most recent amendment, is 1002  
filed with the secretary of state. 1003

**Sec. 1776.34.** A partner, or other person that a filed 1004  
statement of partnership authority names as a partner or included 1005  
in a list an agent maintains pursuant to division (B) of section 1006  
1776.33 of the Revised Code, may file a statement of denial 1007  
stating the name of the partnership and the fact that is being 1008  
denied, which may include denial of a person's authority or status 1009  
as a partner. A statement of denial is a limitation on authority 1010  
under divisions (D) and (E) of section 1776.33 of the Revised 1011  
Code. 1012

**Sec. 1776.35.** (A) A partnership is liable for loss or injury 1013  
caused to a person or for a penalty incurred as a result of a 1014  
wrongful act or omission, or other actionable conduct, of a 1015  
partner acting in the ordinary course of business of the 1016  
partnership or with authority of the partnership. 1017

(B) A partnership is liable for the loss if, in the course of 1018  
the partnership's business or while acting with authority of the 1019  
partnership, a partner receives or causes the partnership to 1020  
receive money or property of a person not a partner, and a partner 1021  
misapplies the money or property. 1022

**Sec. 1776.36.** (A) Except as otherwise provided in divisions 1023  
(B) and (C) of this section, all partners are liable jointly and 1024  
severally for all obligations of the partnership unless otherwise 1025  
agreed by the claimant or provided by law. 1026

(B) A person admitted as a partner into an existing 1027  
partnership is not personally liable for any partnership 1028  
obligation incurred before the person's admission as a partner. 1029

(C) An obligation of a partnership incurred while the 1030  
partnership is a limited liability partnership, whether arising in 1031  
contract, tort, or otherwise, is solely the obligation of the 1032  
partnership. A partner is not personally liable, directly or 1033  
indirectly, by way of contribution or otherwise, for such an 1034  
obligation solely by reason of being or acting as a partner. This 1035  
division applies notwithstanding anything inconsistent in the 1036  
partnership agreement that existed before any vote required to 1037  
become a limited liability partnership under division (B) of 1038  
section 1776.81 of the Revised Code. 1039

**Sec. 1776.37.** (A) A partnership may sue and be sued in the 1040  
name of the partnership. 1041

(B) An action may be brought against the partnership and, to 1042  
the extent not inconsistent with section 1776.36 of the Revised 1043  
Code, any or all of the partners in the same action or in separate 1044  
actions. 1045

(C) A judgment against a partnership is not by itself a 1046  
judgment against a partner. A judgment against a partnership may 1047

not be satisfied from a partner's assets unless there is also a 1048  
judgment against the partner. 1049

(D) A judgment creditor of a partner may not levy execution 1050  
against the assets of a partner to satisfy a judgment based on a 1051  
claim against the partnership unless the partner is personally 1052  
liable for the claim under section 1776.36 of the Revised Code and 1053  
any of the following apply: 1054

(1) A judgment based on the same claim was obtained against 1055  
the partnership and a writ of execution on the judgment was 1056  
returned unsatisfied in whole or in part; 1057

(2) The partnership is a debtor in bankruptcy; 1058

(3) The partner agreed that the creditor need not exhaust 1059  
partnership assets; 1060

(4) A court grants permission to the judgment creditor to 1061  
levy execution against the assets of a partner based on a finding 1062  
that partnership assets subject to execution are clearly 1063  
insufficient to satisfy the judgment, that exhaustion of 1064  
partnership assets is excessively burdensome, or that the grant of 1065  
permission is an appropriate exercise of the court's equitable 1066  
powers; 1067

(5) Liability is imposed on the partner by law or contract 1068  
independent of the existence of the partnership. 1069

(E) This section applies to any partnership liability or 1070  
obligation resulting from a representation by a partner or 1071  
purported partner under section 1776.38 of the Revised Code. 1072

**Sec. 1776.38.** (A) If a person, by words or conduct, purports 1073  
to be a partner, or consents to being represented by another as a 1074  
partner, in a partnership or with one or more persons not 1075  
partners, the purported partner is liable to any person to whom 1076  
the representation is made if that person, relying on the 1077

representation, enters into a transaction with the actual or 1078  
purported partnership. If the representation, either by the 1079  
purported partner or by a person with the purported partner's 1080  
consent, is made in a public manner, the purported partner is 1081  
liable to a person who relies upon the purported partnership even 1082  
if the purported partner is not aware of being held out as a 1083  
partner to the claimant. If partnership liability results, the 1084  
purported partner is liable with respect to that liability as if 1085  
the purported partner were a partner. If no partnership liability 1086  
results, the purported partner is liable with respect to that 1087  
liability jointly and severally with any other person consenting 1088  
to the representation. 1089

(B) If a person is represented to be a partner in an existing 1090  
partnership, or with one or more persons not partners, the 1091  
purported partner is an agent of persons consenting to the 1092  
representation to bind them to the same extent and in the same 1093  
manner as if the purported partner were a partner, with respect to 1094  
persons who enter into transactions in reliance upon the 1095  
representation. If all of the partners of the existing partnership 1096  
consent to the representation, a partnership act or obligation 1097  
results. If fewer than all of the partners of the existing 1098  
partnership consent to the representation, the person acting and 1099  
the partners consenting to the representation are jointly and 1100  
severally liable. 1101

(C) A person is not liable as a partner merely because the 1102  
person is named by another in a statement of partnership 1103  
authority. 1104

(D) A person does not continue to be liable as a partner 1105  
merely because of a failure to file a statement of dissociation or 1106  
to amend a statement of partnership authority to indicate the 1107  
partner's dissociation from the partnership. 1108

(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. 1109  
1110  
1111

Sec. 1776.41. (A) Each partner is deemed to have an account to which both of the following apply: 1112  
1113

(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; 1114  
1115  
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(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. 1118  
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(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. 1122  
1123  
1124  
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(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. 1126  
1127  
1128  
1129

(D) A partnership shall reimburse a partner for an advance to the partnership beyond the amount of capital the partner agreed to contribute. 1130  
1131  
1132

(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. 1133  
1134  
1135  
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(F) Each partner has equal rights in the management and conduct of the partnership business. 1137  
1138

(G) A partner may use or possess partnership property only on behalf of the partnership. 1139  
1140

(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. 1141  
1142  
1143  
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(I) A person may become a partner only with the consent of all of the partners. 1145  
1146

(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. 1147  
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(K) This section does not affect the obligations of a partnership to other persons under section 1776.31 of the Revised Code. 1152  
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**Sec. 1776.42.** A partner has no right to receive, and is not required to accept, a distribution in kind. 1155  
1156

**Sec. 1776.43.** (A) A partnership shall keep its books and records, if any, at its chief executive office. 1157  
1158

(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. 1159  
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(C) Each partner and the partnership shall furnish to a 1167

partner, and to the legal representative of a deceased partner or partner under legal disability, both of the following: 1168  
1169

(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; 1170  
1171  
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(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. 1174  
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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. 1178  
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(B) A partner's duty of loyalty to the partnership and the other partners is limited to the following: 1182  
1183

(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; 1184  
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(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; 1189  
1190  
1191

(3) To refrain from competing with the partnership in the conduct of the partnership business before the dissolution of the partnership. 1192  
1193  
1194

(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 1195  
1196  
1197



reckless conduct, intentional misconduct, or a knowing violation 1198  
of law. 1199

(D) A partner shall discharge duties to the partnership and 1200  
the other partners pursuant to this chapter or under the 1201  
partnership agreement and shall exercise any rights consistent 1202  
with the obligation of good faith and fair dealing. 1203

(E) A partner does not violate a duty or obligation under 1204  
this chapter, or under the partnership agreement, merely because 1205  
the partner's conduct furthers the partner's own interest. 1206

(F) A partner may lend money to and transact other business 1207  
with the partnership, and as to each loan or transaction the 1208  
rights and obligations of the partner are the same as those of a 1209  
person who is not a partner, subject to other applicable law. 1210

(G) This section applies to a person winding up the 1211  
partnership business as the personal or legal representative of 1212  
the last surviving partner as if the person were a partner. 1213

**Sec. 1776.45.** (A) A partnership may maintain an action 1214  
against a partner for a breach of the partnership agreement or for 1215  
the violation of a duty to the partnership, causing harm to the 1216  
partnership. 1217

(B) A partner may maintain an action against the partnership 1218  
or another partner for legal or equitable relief, with or without 1219  
an accounting as to partnership business, to enforce any of the 1220  
following: 1221

(1) The partner's rights under the partnership agreement; 1222

(2) The partner's rights under this chapter, including any of 1223  
the following: 1224

(a) The partner's rights under sections 1776.41, 1776.43, or 1225  
1776.44 of the Revised Code; 1226

(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 1256  
economic interest is personal property. 1257

Sec. 1776.49. (A) A transfer, in whole or in part, of a 1258  
partner's economic interest in the partnership is permissible and 1259  
does not by itself cause the partner's dissociation or a 1260  
dissolution and winding up of the partnership business. A transfer 1261  
does not entitle the transferee, as against the other partners or 1262  
the partnership, during the continuance of the partnership, to 1263  
participate in the management or conduct of the partnership 1264  
business, to require access to information concerning partnership 1265  
transactions, or to inspect or copy the partnership books or 1266  
records. 1267

(B) A transferee of a partner's economic interest in the 1268  
partnership has a right: 1269

(1) To receive, in accordance with the transfer, 1270  
distributions to which the transferor otherwise would be entitled; 1271  
1272

(2) To receive upon the dissolution and winding up of the 1273  
partnership business, in accordance with the transfer, the net 1274  
amount otherwise distributable to the transferor; 1275

(3) To seek under division (F) of section 1776.61 of the 1276  
Revised Code, a determination by a tribunal that it is equitable 1277  
to wind up the partnership business. 1278

(C) In a dissolution and winding up, a transferee is entitled 1279  
to an account of partnership transactions only from the date of 1280  
the latest account to which all of the partners agreed. 1281

(D) Upon transfer, the transferor retains the rights and 1282  
duties of a partner other than the interest in distributions 1283  
transferred. 1284

(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. 1285  
1286  
1287

(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. 1288  
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(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. 1292  
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**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. 1295  
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(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. 1303  
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(C) At any time before foreclosure, an interest charged may be redeemed by any of the following: 1308  
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(1) The judgment debtor; 1310

(2) One or more of the other partners by using property other than partnership property; 1311  
1312

(3) One or more of the other partners, with the consent of all of the partners whose interests are not so charged, by using 1313  
1314

partnership property. 1315

(D) Nothing in this chapter deprives a partner of any right 1316  
under exemption laws with respect to the partner's interest in the 1317  
partnership. 1318

(E) This section provides the exclusive remedy by which a 1319  
judgment creditor of a partner, or partner's transferee, may 1320  
satisfy a judgment out of the judgment debtor's economic interest 1321  
in the partnership. 1322

**Sec. 1776.51. A partner is dissociated from a partnership** 1323  
**upon the occurrence of any of the following events:** 1324

(A) The partnership has notice of the partner's express will 1325  
to withdraw as a partner, on the date of the notice or on a later 1326  
date the partner specifies; 1327

(B) The happening of an event agreed to in the partnership 1328  
agreement as causing the partner's dissociation; 1329

(C) The partner's expulsion pursuant to the partnership 1330  
agreement; 1331

(D) The partner's expulsion by the unanimous vote of the 1332  
other partners because of any of the following: 1333

(1) It is unlawful to carry on the partnership business with 1334  
that partner. 1335

(2) A transfer of all or substantially all of that partner's 1336  
economic interest in the partnership, other than a transfer for 1337  
security purposes, or a court order charging the partner's 1338  
interest, which has not been foreclosed; 1339

(3) A certificate of dissolution is not revoked or the 1340  
charter or a right to conduct business is not reinstated within 1341  
ninety days after the partnership notifies a corporate partner of 1342  
its expulsion because the corporate partner filed a certificate of 1343

dissolution or the equivalent, had its charter revoked, or had its 1344  
right to conduct business suspended by the jurisdiction of its 1345  
incorporation. 1346

(4) The partner is a partnership that has dissolved and is 1347  
winding up its business. 1348

(E) On application by the partnership or another partner, a 1349  
tribunal determines any of the following is cause for expulsion: 1350

(1) The partner engaged in wrongful conduct that adversely 1351  
and materially affects the partnership business. 1352

(2) The partner willfully or persistently committed a 1353  
material breach of the partnership agreement or a duty owed to the 1354  
partnership or the other partners under section 1776.44 of the 1355  
Revised Code. 1356

(3) The partner engaged in conduct relating to the 1357  
partnership business that makes it not reasonably practicable to 1358  
carry on the business in partnership with the partner. 1359

(F) The partner's doing any of the following: 1360

(1) Becoming a debtor in bankruptcy; 1361

(2) Executing an assignment for the benefit of creditors; 1362

(3) Seeking, consenting to, or acquiescing in the appointment 1363  
of a trustee, receiver, or liquidator of that partner or of all or 1364  
substantially all of that partner's property; 1365

(4) Failing, within ninety days after the appointment, to 1366  
have vacated or stayed the appointment of a trustee, receiver, or 1367  
liquidator of either the partner or all or substantially all of 1368  
the partner's property that was obtained without the partner's 1369  
consent or acquiescence, or failing within ninety days after the 1370  
expiration of a stay to have the appointment vacated. 1371

(G) Any of the following, in the case of a partner who is an 1372  
individual: 1373

|   |                                      |
|---|--------------------------------------|
| <u>(1) The partner's death;</u>   | 1374                                 |
| <u>(2) The appointment of a guardian or general conservator for the partner;</u>  | 1375<br>1376                         |
| <u>(3) A determination by a tribunal that the partner has otherwise become incapable of performing the partner's duties under the partnership agreement.</u>  | 1377<br>1378<br>1379                 |
| <u>(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;</u>                                      | 1380<br>1381<br>1382<br>1383         |
| <u>(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;</u> | 1384<br>1385<br>1386<br>1387<br>1388 |
| <u>(J) Termination of a partner that is not an individual, partnership, corporation, trust, or estate.</u>  | 1389<br>1390                         |
| <b><u>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.</u></b>   | 1391<br>1392<br>1393                 |
| <u>(B) A partner's dissociation is wrongful only if either of the following applies to that dissociation:</u>   | 1394<br>1395                         |
| <u>(1) It is in breach of an express provision of the partnership agreement.</u>  | 1396<br>1397                         |
| <u>(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:</u>   | 1398<br>1399<br>1400                 |
| <u>(a) The partner withdraws by express will, unless the withdrawal follows within ninety days after another partner's</u>  | 1401<br>1402                         |

dissociation by death or otherwise under divisions (F) to (J) of 1403  
section 1776.51 of the Revised Code or wrongful dissociation under 1404  
division (B) of this section; 1405

(b) The partner is expelled by a determination by a tribunal 1406  
under division (E) of section 1776.51 of the Revised Code. 1407

(c) The partner is dissociated by becoming a debtor in 1408  
bankruptcy. 1409

(d) In the case of a partner who is not an individual, trust 1410  
other than a business trust, or estate, the partner is expelled or 1411  
otherwise dissociated because it willfully dissolved or 1412  
terminated. 1413

(C) A partner who wrongfully dissociates is liable to the 1414  
partnership and to the other partners for damages caused by the 1415  
dissociation. The liability is in addition to any other obligation 1416  
of the partner to the partnership or to the other partners. 1417

**Sec. 1776.53.** (A) If a partner's dissociation results in a 1418  
dissolution and winding up of the partnership business, sections 1419  
1776.61 to 1776.67 of the Revised Code apply. Otherwise, sections 1420  
1776.54 to 1776.58 of the Revised Code apply. 1421

(B) Upon a partner's dissociation, all of the following 1422  
apply: 1423

(1) The partner's right to participate in the management and 1424  
conduct of the partnership business terminates, except as 1425  
otherwise provided in section 1776.63 of the Revised Code; 1426

(2) The partner's duty of loyalty under division (B)(3) of 1427  
section 1776.44 of the Revised Code terminates; 1428

(3) The partner's duty of loyalty under divisions (B)(1) and 1429  
(2) of section 1776.44 of the Revised Code and duty of care under 1430  
division (C) of section 1776.44 of the Revised Code continue only 1431  
with regard to matters arising and events occurring before the 1432



partner's dissociation, unless the partner participates in winding up the partnership's business pursuant to section 1776.63 of the Revised Code. 1433  
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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. 1436  
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(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: 1442  
1443  
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(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. 1447  
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(b) The partnership completed a winding up of the partnership. 1451  
1452

(2) Interest shall be paid from the date of dissociation to the date of payment. 1453  
1454

(C) The partnership shall reduce the buyout price paid to the partner by any damages for wrongful dissociation under division (B) of 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. 1455  
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(D) A partnership shall indemnify a dissociated partner whose 1462

interest is being purchased against all partnership liabilities, 1463  
whether incurred before or after the dissociation, except 1464  
liabilities incurred by an act of the dissociated partner under 1465  
section 1776.55 of the Revised Code. 1466

(E) If no agreement for the purchase of a dissociated 1467  
partner's interest is reached within one hundred twenty days after 1468  
a written demand for payment, the partnership shall pay or cause 1469  
to be paid, in cash to the dissociated partner, the amount the 1470  
partnership estimates to be the buyout price and accrued interest, 1471  
reduced by any offsets under division (C) of this section. 1472

(F) Notwithstanding division (E) of this section, if a 1473  
deferred payment is authorized under division (H) of this section 1474  
or if the partnership determines that immediate payment of the 1475  
buyout price would cause undue hardship to the business of the 1476  
partnership, the partnership may tender a written offer to pay the 1477  
amount it estimates to be the buyout price and accrued interest, 1478  
reduced by any offsets under division (C) of this section, stating 1479  
the time of payment, the amount and type of security for payment, 1480  
and the other terms and conditions of the obligation. 1481

(G) Any payment or tender required by division (E) or (F) of 1482  
this section shall be accompanied by all of the following: 1483

(1) A statement of partnership assets and liabilities as of 1484  
the date of dissociation; 1485

(2) The latest available partnership balance sheet and income 1486  
statement, if any; 1487

(3) An explanation of how the estimated amount of the payment 1488  
was calculated; 1489

(4) Written notice that the payment is in full satisfaction 1490  
of the obligation to purchase unless, within one hundred twenty 1491  
days after the written notice, the dissociated partner commences 1492  
an action to determine the buyout price, any offsets under 1493

division (C) of this section, or other terms of the obligation to purchase; 1494  
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(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. 1496  
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(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. 1500  
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(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. 1508  
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(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, 1517  
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the tribunal also shall determine the security for payment and 1526  
other terms of the obligation to purchase. 1527

(3) The tribunal may assess reasonable attorney's fees and 1528  
the fees and expenses of appraisers or other experts for a party 1529  
to the action, in amounts the tribunal finds equitable, against a 1530  
party that the tribunal finds acted arbitrarily, vexatiously, or 1531  
not in good faith. The finding may be based on the partnership's 1532  
failure to tender payment or an offer to pay or to comply with 1533  
division (G) of this section. 1534

**Sec. 1776.55.** (A) For two years after a partner dissociates 1535  
without resulting in a dissolution and winding up of the 1536  
partnership business, the partnership, including a surviving 1537  
partnership under section 1776.68 of the Revised Code, is bound by 1538  
any act of the dissociated partner that would have bound the 1539  
partnership under section 1776.31 of the Revised Code before 1540  
dissociation only if, at the time of entering into the transaction 1541  
all of the following were true: 1542

(1) The other party reasonably believed that the dissociated 1543  
partner was then a partner. 1544

(2) The other party did not have notice of the partner's 1545  
dissociation. 1546

(3) The other party is not deemed to have had knowledge under 1547  
division (E) of section 1776.33 of the Revised Code or notice 1548  
under division (C) of section 1776.57 of the Revised Code. 1549

(B) A dissociated partner is liable to the partnership for 1550  
any damage caused to the partnership arising from an obligation 1551  
incurred by the dissociated partner after dissociation for which 1552  
the partnership is liable under division (A) of this section. 1553

**Sec. 1776.56.** (A) A partner's dissociation does not of itself 1554  
discharge the partner's liability for a partnership obligation 1555

incurred before dissociation. A dissociated partner is not liable 1556  
for a partnership obligation incurred after dissociation, except 1557  
as otherwise provided in division (B) of this section. 1558

(B) A partner who dissociates without resulting in a 1559  
dissolution and winding up of the partnership business is liable 1560  
as a partner to the other party in a transaction entered into by 1561  
the partnership, or a surviving partnership under sections 1776.68 1562  
to 1776.79 of the Revised Code, within two years after the 1563  
partner's dissociation, only if pursuant to division (C) of 1564  
section 1776.36 of the Revised Code the partner would have been 1565  
liable for the obligation if the transaction had been entered into 1566  
while the person was a partner and, at the time of entering into 1567  
the transaction, all of the following were true: 1568

(1) The other party reasonably believed that the dissociated 1569  
partner was then a partner and reasonably relied on that belief in 1570  
entering into the transaction. 1571

(2) The other party did not have notice of the partner's 1572  
dissociation. 1573

(3) The other party is not deemed to have had knowledge under 1574  
division (E) of section 1776.33 of the Revised Code or notice 1575  
under division (C) of section 1776.57 of the Revised Code. 1576

(C) By agreement with the partnership creditor and the 1577  
partners continuing the business, a dissociated partner may be 1578  
released from liability for a partnership obligation. 1579

(D) A dissociated partner is released from liability for a 1580  
partnership obligation if a partnership creditor, with notice of 1581  
the partner's dissociation but without the partner's consent, 1582  
agrees to a material alteration in the nature or time of payment 1583  
of a partnership obligation. 1584

**Sec. 1776.57. (A) A dissociated partner or the partnership** 1585

may file a statement of dissociation stating the name of the 1586  
partnership and that the partner is dissociated from the 1587  
partnership. 1588

(B) A statement of dissociation is a limitation on the 1589  
authority of a dissociated partner for the purposes of divisions 1590  
(D) and (E) of section 1776.33 of the Revised Code. 1591

(C) For the purposes of division (A)(3) of section 1776.55 1592  
and division (B)(3) of section 1776.56 of the Revised Code, a 1593  
person not a partner is deemed to have notice of a dissociation 1594  
ninety days after a statement of dissociation is filed. 1595

Sec. 1776.58. Continued use of a partnership name, or a 1596  
dissociated partner's name as part thereof, by partners continuing 1597  
the business does not of itself make the dissociated partner 1598  
liable for an obligation of the partners or the partnership 1599  
continuing the business. 1600

Sec. 1776.61. A partnership is dissolved, and the 1601  
partnership's business shall be wound up, only upon the occurrence 1602  
of any of the following events: 1603

(A) In a partnership at will, the partnership's having notice 1604  
from a partner, other than a partner who is dissociated under 1605  
divisions (B) to (J) of section 1776.51 of the Revised Code, of 1606  
that partner's express will to withdraw immediately as a partner, 1607  
or at a later date as specified by the partner; 1608

(B) In a partnership for a definite term or particular 1609  
undertaking, any of the following applies: 1610

(1) Within ninety days after a partner's dissociation by 1611  
death or otherwise under divisions (F) to (J) of section 1776.51 1612  
of the Revised Code or wrongful dissociation under division (B) of 1613  
section 1776.52 of the Revised Code, it is the express will of at 1614

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 which 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 1645  
charging order that gave rise to the transfer; 1646

(2) At any time, if the partnership was a partnership at will 1647  
at the time of the transfer or entry of the charging order that 1648  
gave rise to the transfer. 1649

**Sec. 1776.62.** (A) Subject to division (B) of this section, a 1650  
partnership may continue after dissolution only for the purpose of 1651  
winding up its business. The partnership is terminated when its 1652  
business is completed. 1653

(B) At any time after the dissolution of a partnership and 1654  
before the winding up of its business is completed, all of the 1655  
partners, including any dissociating partner other than a 1656  
wrongfully dissociating partner, may waive the right to have the 1657  
partnership's business wound up and the partnership terminated. In 1658  
that event, both of the following apply: 1659

(1) The partnership shall resume carrying on its business as 1660  
if dissolution had never occurred, and any liability incurred by 1661  
the partnership or a partner after the dissolution and before the 1662  
waiver is determined as if dissolution had never occurred. 1663

(2) The dissolution shall not affect the rights of a third 1664  
party accruing under division (A) of section 1776.64 of the 1665  
Revised Code or arising out of conduct in reliance on the 1666  
dissolution if those rights accrued or arose before the third 1667  
party knew or received a notification of the waiver. 1668

**Sec. 1776.63.** (A) After dissolution, a partner who has not 1669  
wrongfully dissociated may participate in winding up the 1670  
partnership's business, but on the application of any partner, a 1671  
partner's legal representative, or a transferee, the court of 1672  
common pleas for good cause shown, may order judicial supervision 1673  
of the winding up. 1674



(B) The legal representative of the last surviving partner 1675  
may wind up a partnership's business. 1676

(C) A person winding up a partnership's business may preserve 1677  
the partnership business or property as a going concern for a 1678  
reasonable time, prosecute and defend actions and proceedings, 1679  
whether civil, criminal, or administrative, settle and close the 1680  
partnership's business, dispose of and transfer the partnership's 1681  
property, discharge or make reasonable provision for the 1682  
partnership's liabilities, distribute the assets of the 1683  
partnership pursuant to section 1776.67 of the Revised Code, 1684  
settle disputes by mediation or arbitration, and perform other 1685  
necessary acts. 1686

**Sec. 1776.64.** Subject to section 1776.65 of the Revised Code, 1687  
a partnership is bound by a partner's act after dissolution under 1688  
either of the following conditions: 1689

(A) The act is appropriate for winding up the partnership 1690  
business. 1691

(B) If the other party to the transaction did not have notice 1692  
of the dissolution, the act would have bound the partnership under 1693  
section 1776.31 of the Revised Code before dissolution. 1694

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**Sec. 1776.65.** (A) After dissolution, a partner who has not 1696  
wrongfully dissociated may file a statement of dissolution stating 1697  
the name of the partnership and that the partnership has dissolved 1698  
and is winding up its business. 1699

(B) A statement of dissolution cancels a filed statement of 1700  
partnership authority for the purposes of division (D) of section 1701  
1776.33 of the Revised Code and is a limitation on such authority 1702  
for the purposes of division (E) section 1776.33 of the Revised 1703  
Code. 1704

(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. 1705  
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(D) After filing and recording any appropriate statement of dissolution, a dissolved partnership may file, and as appropriate, record a statement of partnership authority which 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. 1710  
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**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. 1717  
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(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. 1722  
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**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. 1727  
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(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. 1766  
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**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. 1770  
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(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. 1778  
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(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: 1785  
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(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; 1788  
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(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; 1791  
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(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; 1796  
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(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; 1799  
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(5) In the case of a merger, any changes in the general partners of the surviving domestic partnership and, in the case of a consolidation, the general partners of the new domestic partnership or a provision specifying the general partners of one or more specified constituent partnerships that constitute the initial general partners of the new domestic partnership; 1806  
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(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. 1812  
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(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: 1824  
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(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; 1827  
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(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; 1830  
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(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; 1837  
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(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; 1844  
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(5) The parties to the agreement of merger or consolidation in addition to the constituent entities; 1847  
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(6) Any additional provision necessary or desirable with respect to the proposed merger or consolidation. 1849  
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(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. 1851  
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(E) All partners, whether or not they are entitled to vote or 1857

act, shall be given written notice of any meeting of the general 1858  
partners of a constituent domestic partnership or of any proposed 1859  
action by the general partners of a constituent domestic 1860  
partnership, which meeting or action is to adopt an agreement of 1861  
merger or consolidation. The notice shall be given either by mail 1862  
at the address on the records of the partnership or in person. 1863  
Unless the partnership agreement provides a shorter or longer 1864  
period, the notice shall be given not less than seven and not more 1865  
than sixty days before the meeting or the effective date of the 1866  
action. The notice shall be accompanied by a copy or a summary of 1867  
the material provisions of the agreement of merger or 1868  
consolidation. 1869

(F)(1) The unanimous vote or action of the partners or such 1870  
different number or proportion as provided in writing in the 1871  
partnership agreement is required to adopt an agreement of merger 1872  
or consolidation pursuant to this section. If the agreement of 1873  
merger or consolidation would effect or authorize any action that 1874  
under any applicable provision of law or the partnership agreement 1875  
could be effected or authorized only pursuant to a specified vote 1876  
or action of the partners, or of any class or group of partners, 1877  
the same vote or action as required to effect that change or 1878  
authorize that action is required to adopt or approve the 1879  
agreement of merger or consolidation. 1880

(2) An agreement of merger or consolidation is not effective 1881  
against a person who would continue to be or who would become a 1882  
general partner of a partnership that is the surviving or new 1883  
entity in a merger or consolidation unless that person 1884  
specifically agrees in writing either to continue or to become, as 1885  
the case may be, a general partner of the partnership that is the 1886  
surviving or new entity. 1887

(G)(1) At any time before the filing of the certificate of 1888  
merger or consolidation pursuant to section 1776.70 of the Revised 1889

Code, if the agreement of merger or consolidation so authorizes, 1890  
the partners of any constituent partnership, the directors of any 1891  
constituent corporation, or the comparable representatives of any 1892  
other constituent entity may abandon the merger or consolidation 1893  
by the same vote or action as was required to adopt the agreement 1894  
of merger or consolidation. 1895

(2) The agreement of merger or consolidation may contain a 1896  
provision authorizing less than all of the partners of any 1897  
constituent partnership, the directors of any constituent 1898  
corporation, or the comparable representatives of any other 1899  
constituent entity to amend the agreement of merger or 1900  
consolidation at any time before the filing of the certificate of 1901  
merger or consolidation, except that, after the adoption of the 1902  
agreement of merger or consolidation by the partners of any 1903  
constituent domestic partnership, only with the approval of all of 1904  
the partners may an agreement of merger or consolidation be 1905  
amended to do any of the following: 1906

(a) Alter or change the amount or kind of interests, shares, 1907  
evidences of indebtedness, other securities, cash, rights, or any 1908  
other property to be received by partners of the constituent 1909  
domestic partnership in conversion of, or in exchange for, their 1910  
interests; 1911

(b) Alter or change any term of the partnership agreement of 1912  
the surviving or new domestic partnership, except for alterations 1913  
or changes that could be adopted by those partners by the terms of 1914  
the partnership agreement of the surviving or new domestic 1915  
partnership as would be in effect after the merger or 1916  
consolidation; 1917

(c) Alter or change any other terms and conditions of the 1918  
agreement of merger or consolidation if any of the alterations or 1919  
changes, alone or in the aggregate, would materially adversely 1920  
affect the partners or any class or group of partners of the 1921



constituent domestic partnership. 1922

Sec. 1776.69. (A) Pursuant to a written agreement of merger 1923  
or consolidation between the constituent entities as this section 1924  
provides, a domestic partnership and one or more additional 1925  
domestic or foreign entities may merge into a surviving entity 1926  
other than a domestic partnership, or a domestic partnership 1927  
together with one or more additional domestic or foreign entities 1928  
may consolidate into a new entity, other than a domestic 1929  
partnership, that is formed by the consolidation. No merger or 1930  
consolidation may be carried out pursuant to this section unless 1931  
it is permitted by the Revised Code chapter under which each 1932  
domestic constituent entity exists and by the laws under which 1933  
each foreign constituent entity exists. 1934

(B) Any written agreement of any merger or consolidation 1935  
shall set forth all of the following: 1936

(1) The name and the form of entity of each constituent 1937  
entity and the state under the laws of which each constituent 1938  
entity exists; 1939

(2) In the case of a merger, that one or more specified 1940  
constituent domestic partnerships and other specified constituent 1941  
entities will be merged into a specified surviving foreign entity 1942  
or surviving domestic entity other than a domestic partnership, 1943  
or, in the case of a consolidation, that the constituent entities 1944  
will be consolidated into a new foreign entity or a new domestic 1945  
entity other than a domestic partnership; 1946

(3) If the surviving or new entity is a foreign partnership, 1947  
all statements and matters that section 1776.68 of the Revised 1948  
Code would require if the surviving or new entity were a domestic 1949  
partnership; 1950

(4) The name and the form of entity of the surviving or new 1951

entity, the state under the laws of which the surviving entity 1952  
exists or the new entity is to exist, and the location of the 1953  
principal office of the surviving or new entity; 1954

(5) Any additional statements and matters required to be set 1955  
forth in an agreement of merger or consolidation by the laws under 1956  
which each constituent entity exists and, in the case of a 1957  
consolidation, the new entity is to exist; 1958

(6) If the surviving or new entity is a foreign entity, the 1959  
consent of the surviving or new foreign entity to be sued and 1960  
served with process in this state and the irrevocable appointment 1961  
of the secretary of state as its agent to accept service of 1962  
process in any proceeding in this state to enforce against the 1963  
surviving or new foreign entity any obligation of any constituent 1964  
domestic partnership or to enforce the rights of a dissenting 1965  
partner of any constituent domestic partnership; 1966

(7) If the surviving or new entity is a foreign corporation 1967  
that desires to transact business in this state as a foreign 1968  
corporation, a statement to that effect, together with a statement 1969  
regarding the appointment of a statutory agent and service of any 1970  
process, notice, or demand upon that statutory agent or the 1971  
secretary of state, as required when a foreign corporation applies 1972  
for a license to transact business in this state; 1973

(8) If the surviving or new entity is a foreign limited 1974  
partnership that desires to transact business in this state as a 1975  
foreign limited partnership, a statement to that effect, together 1976  
with all of the information required under section 1782.49 of the 1977  
Revised Code when a foreign limited partnership registers to 1978  
transact business in this state; 1979

(9) If the surviving or new entity is a foreign limited 1980  
liability company that desires to transact business in this state 1981  
as a foreign limited liability company, a statement to that 1982

effect, together with all of the information required under 1983  
section 1705.54 of the Revised Code when a foreign limited 1984  
liability company registers to transact business in this state; 1985

(10) If the surviving or new entity is a foreign limited 1986  
liability partnership that desires to transact business in this 1987  
state as a foreign limited liability partnership, a statement to 1988  
that effect, together with all of the information required under 1989  
section 1775.64 of the Revised Code when a foreign limited 1990  
liability partnership registers to transact business in this 1991  
state. 1992

(C) The written agreement of merger or consolidation also may 1993  
set forth any additional provision permitted by the laws of any 1994  
state under the laws of which any constituent entity exists, 1995  
consistent with the laws under which the surviving entity exists 1996  
or the new entity is to exist. 1997

(D) To effect the merger or consolidation, the partners of 1998  
each constituent domestic partnership shall adopt an agreement of 1999  
merger or consolidation in the same manner and with the same 2000  
notice to and vote or action of partners or of a particular class 2001  
or group of partners as section 1776.68 of the Revised Code 2002  
requires. The agreement of merger or consolidation also shall be 2003  
approved or otherwise authorized by or on behalf of each 2004  
constituent entity in accordance with the laws under which it 2005  
exists. An agreement of merger or consolidation is not effective 2006  
against a person who would continue to be or who would become a 2007  
general partner of a partnership that is the surviving or new 2008  
entity in a merger or consolidation unless that person 2009  
specifically agrees in writing either to continue or to become, as 2010  
the case may be, a general partner of the surviving or new entity. 2011

(E)(1) At any time before filing the certificate of merger or 2012  
consolidation pursuant to section 1776.70 of the Revised Code, if 2013  
the agreement of merger or consolidation permits, the partners of 2014

any constituent partnership, the directors of any constituent 2015  
corporation, or the comparable representatives of any other 2016  
constituent entity may abandon the merger or consolidation. 2017

(2) The agreement of merger or consolidation may authorize 2018  
less than all of the partners of any constituent partnership, the 2019  
directors of any constituent corporation, or the comparable 2020  
representatives of any other constituent entity to amend the 2021  
agreement of merger or consolidation at any time before the filing 2022  
of the certificate of merger or consolidation, except that, after 2023  
the adoption of the agreement of merger or consolidation by the 2024  
partners of any constituent domestic partnership, only with the 2025  
approval of all the partners may any agreement of merger or 2026  
consolidation be amended to do any of the following: 2027

(a) Alter or change the amount or kind of interests, shares, 2028  
evidences of indebtedness, other securities, cash, rights, or any 2029  
other property to be received by partners of the constituent 2030  
domestic partnership in conversion of or in exchange for their 2031  
interests; 2032

(b) If the surviving or new entity is a partnership, alter or 2033  
change any term of the partnership agreement of the surviving or 2034  
new partnership, except for alterations or changes that could be 2035  
adopted by those partners by the terms of the partnership 2036  
agreement of the surviving or new partnership as would be in 2037  
effect after the merger or consolidation; 2038

(c) If the surviving or new entity is a corporation or any 2039  
other entity other than a partnership, alter or change any term of 2040  
the articles or comparable instrument of the surviving or new 2041  
corporation or entity, except for alterations or changes that 2042  
otherwise could be adopted by the directors or comparable 2043  
representatives of the surviving or new corporation or entity; 2044

(d) Alter or change any other terms and conditions of the 2045

agreement of merger or consolidation if any of the alterations or 2046  
changes, alone or in the aggregate, would materially adversely 2047  
affect the partners or any class or group of partners of the 2048  
constituent domestic partnership. 2049

**Sec. 1776.70.** (A) Upon the adoption by each constituent 2050  
entity of an agreement of merger or consolidation pursuant to 2051  
section 1776.68 or 1776.69 of the Revised Code, the resulting 2052  
entity shall file a certificate of merger or consolidation with 2053  
the secretary of state, unless the only constituent entities that 2054  
are domestic entities are partnerships, and in the case of a 2055  
consolidation, the resulting entity is a domestic partnership, in 2056  
which case the filing of a certificate of merger is optional. Any 2057  
certificate shall be on a form the secretary of state prescribes, 2058  
signed by an authorized representative of each constituent entity, 2059  
and set forth only the information this section requires. 2060

(B)(1) The certificate of merger or consolidation shall set 2061  
forth all of the following: 2062

(a) The name and the form of entity of each constituent 2063  
entity and the state under the laws of which each constituent 2064  
entity exists; 2065

(b) A statement that each constituent entity has complied 2066  
with all of the laws under which it exists and that the laws 2067  
permit the merger or consolidation; 2068

(c) The name and mailing address of the person or entity that 2069  
is to provide, in response to any written request made by a 2070  
shareholder, partner, or other equity holder of a constituent 2071  
entity, a copy of the agreement of merger or consolidation; 2072

(d) The effective date of the merger or consolidation, which 2073  
date shall be on or after the date of the filing of the 2074  
certificate; 2075

(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; 2076  
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(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; 2080  
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(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; 2084  
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(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; 2089  
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(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; 2092  
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(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. 2096  
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(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. 2099  
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(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 2104  
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certificate of limited partnership of the surviving domestic 2107  
entity shall be filed with the certificate of merger. 2108

(4) If the surviving or new entity is a foreign entity that 2109  
desires to transact business in this state as a foreign 2110  
corporation, limited liability company, limited partnership, or 2111  
limited liability partnership, the certificate of merger or 2112  
consolidation shall be accompanied by the information required by 2113  
division (B)(7), (8), (9), or (10) of section 1776.69 of the 2114  
Revised Code. 2115

(5) If a domestic corporation or a foreign corporation 2116  
licensed to transact business in this state is a constituent 2117  
entity and the surviving or new entity resulting from the merger 2118  
or consolidation is not a domestic corporation or a foreign 2119  
corporation that is to be licensed to transact business in this 2120  
state, the certificate of merger or consolidation shall be 2121  
accompanied by the affidavits, receipts, certificates, or other 2122  
evidence required by division (H) of section 1701.86 of the 2123  
Revised Code, with respect to each domestic constituent 2124  
corporation, and by the affidavits, receipts, certificates, or 2125  
other evidence required by division (C) or (D) of section 1703.17 2126  
of the Revised Code, with respect to each foreign constituent 2127  
corporation licensed to transact business in this state. 2128

(C) If any constituent entity in a merger or consolidation is 2129  
organized or formed under the laws of a state other than this 2130  
state or under any chapter of the Revised Code other than this 2131  
chapter, there also shall be filed in the proper office all 2132  
documents that are required to be filed in connection with the 2133  
merger or consolidation by the laws of that state or by that 2134  
chapter. 2135

(D)(1) Upon the filing of a certificate of merger or 2136  
consolidation and other filings as described in division (C) of 2137  
this section, or at any later date that the certificate of merger 2138

or consolidation specifies, the merger or consolidation is 2139  
effective, subject to the limitation specified in division (B)(6) 2140  
of section 1776.68 of the Revised Code. 2141

(2) If domestic partnerships are the only domestic entities 2142  
that are constituent entities or the resulting entity in a merger 2143  
or consolidation, and the agreement of merger or consolidation 2144  
provides for a means of determining when the merger becomes 2145  
effective, other than based upon the filing of a certificate of 2146  
merger, the merger becomes effective at the time determined in 2147  
accordance with the agreement of merger or consolidation. 2148

(E)(1) Upon request and payment of the fee division (K)(2) of 2149  
section 111.16 of the Revised Code specifies, the secretary of 2150  
state shall furnish a certificate setting forth the name and form 2151  
of entity of each constituent entity and the states under the laws 2152  
of which each constituent entity existed prior to the merger or 2153  
consolidation, the name and the form of entity of the surviving or 2154  
new entity and the state under the laws of which the surviving 2155  
entity exists or the new entity is to exist, the date of filing of 2156  
the certificate of merger or consolidation with the secretary of 2157  
state, and the effective date of the merger or consolidation. 2158

(2) The certificate of the secretary of state, or a copy of 2159  
the certificate of merger or consolidation certified by the 2160  
secretary of state, may be filed for record in the office of the 2161  
recorder of any county in this state and, if filed, shall be 2162  
recorded in the records of deeds for that county. For that 2163  
recording, the county recorder shall charge and collect the same 2164  
fee as in the case of deeds. 2165

**Sec. 1776.71.** (A) When a merger or consolidation becomes 2166  
effective, all of the following apply: 2167

(1) The separate existence of each constituent entity other 2168  
than the surviving entity in a merger shall cease, except that 2169



whenever a conveyance, assignment, transfer, deed, or other 2170  
instrument or act is necessary to vest property or rights in the 2171  
surviving or new entity, the partners, officers, or other 2172  
authorized representatives of the respective constituent entities 2173  
shall execute, acknowledge, and deliver those instruments and do 2174  
those acts. For these purposes, the existence of the constituent 2175  
entities and the authority of their respective partners, officers, 2176  
directors, or other representatives continue notwithstanding the 2177  
merger or consolidation. 2178

(2) In a consolidation, the new entity exists when the 2179  
consolidation becomes effective. If the new entity is a domestic 2180  
partnership, its original partnership agreement is the written 2181  
partnership agreement that is contained in or provided for in the 2182  
agreement of consolidation. 2183

(3) In a merger in which the surviving entity is a 2184  
partnership, the written partnership agreement of the surviving 2185  
partnership that is in effect immediately prior to the time the 2186  
merger becomes effective is its partnership agreement after the 2187  
merger except as otherwise provided in the agreement of merger. 2188

(4) The surviving or new entity possesses all of the 2189  
following, and all of the following are vested in the surviving or 2190  
new entity without any further act or deed: 2191

(a) Except to the extent limited by the mandatory provisions 2192  
of applicable law: 2193

(i) All assets and property of every description of each 2194  
constituent entity, and every interest in the assets and property 2195  
of each constituent entity, wherever the assets, property, and 2196  
interests are located. Title to any real estate or any interest in 2197  
real estate that was vested in any constituent entity does not 2198  
revert and is not in any way impaired by reason of the merger or 2199  
consolidation. 2200

(ii) The rights, privileges, immunities, powers, franchises, and authority, whether of a public or private nature, of each constituent entity. 2201  
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(b) All obligations belonging to or due to each constituent entity. 2204  
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(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. 2206  
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(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 general partner is deemed to have dissociated as of that effective date of the merger or consolidation and the former general 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 from which it is clear that the former general partner is no longer a general partner has the effect provided by the filing of a statement of dissociation as provided in section 1776.57 of the Revised Code. 2214  
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(B) When a general 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 general partner agrees otherwise in writing, the surviving or new entity 2229  
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shall indemnify the general partner against all present or future 2233  
liabilities of the constituent partnership of which the general 2234  
partner was a general partner. Any amount payable pursuant to 2235  
section 1776.77 of the Revised Code to a partner of the 2236  
constituent partnership in which that general partner was a 2237  
partner is a present liability of that constituent partnership. 2238

(C) In the case of a merger of a constituent domestic 2239  
partnership into a foreign surviving corporation, limited 2240  
liability company, limited partnership, or limited liability 2241  
partnership that is not licensed or registered to transact 2242  
business in this state, or a consolidation of a constituent 2243  
domestic partnership into a new foreign corporation, limited 2244  
liability company, limited partnership, or limited liability 2245  
partnership when the surviving or new entity intends to transact 2246  
business in this state and the certificate of merger or 2247  
consolidation is accompanied by the information described in 2248  
division (B)(4) of section 1776.70 of the Revised Code, then on 2249  
the effective date of the merger or consolidation the surviving or 2250  
new entity shall be considered to have complied with the 2251  
requirements for procuring a license or for registration to 2252  
transact business in this state as a foreign corporation, limited 2253  
liability company, or limited partnership, as the case may be. In 2254  
such a case, a copy of the certificate of merger or consolidation 2255  
certified by the secretary of state constitutes the license 2256  
certificate prescribed for a foreign corporation or the 2257  
application for registration prescribed for a foreign limited 2258  
liability company or foreign limited partnership. 2259

(D) Any action to set aside any merger or consolidation on 2260  
the ground that any section of the Revised Code applicable to the 2261  
merger or consolidation has not been complied with shall be 2262  
brought within ninety days after the effective date of the merger 2263  
or consolidation or forever be barred. 2264

(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 in which the entity has property. 2265  
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**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. 2268  
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(B)(1) The written declaration of conversion shall set forth all of the following: 2274  
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(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; 2276  
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(b) If the converted entity is a limited liability partnership, the converted entity's registration application; 2279  
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(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; 2281  
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(d) The general partners of the converted partnership; 2287

(e) All statements and matters required to be set forth in an instrument of conversion by the laws under which the converting entity exists; 2288  
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(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, 2291  
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evidences of indebtedness, other securities, cash, rights, or any 2295  
other property or any combination of interests, evidences of 2296  
indebtedness, other securities, cash, rights, or any other 2297  
property of the converted partnership. 2298

(2) No conversion or exchange described in this section shall 2299  
be effected if there are reasonable grounds to believe that the 2300  
conversion or exchange would render the converted partnership 2301  
unable to pay its obligations as they become due in the usual 2302  
course of its affairs. 2303

(C) The written declaration of conversion may set forth any 2304  
of the following: 2305

(1) The effective date of the conversion, to be on or after 2306  
the date of the filing of the certificate of conversion pursuant 2307  
to section 1776.74 of the Revised Code; 2308

(2) A provision authorizing the converting entity to abandon 2309  
the proposed conversion by an action that is taken prior to the 2310  
filing of the certificate of conversion pursuant to section 2311  
1776.74 of the Revised Code; 2312

(3) A statement of, or a statement of the method to be used 2313  
to determine, the fair value of the assets owned by the converting 2314  
entity at the time of the conversion; 2315

(4) The parties to the declaration of conversion in addition 2316  
to the converting entity; 2317

(5) Any additional provision necessary or desirable with 2318  
respect to the proposed conversion or the converted entity. 2319

(D) At any time before the filing of the certificate of 2320  
conversion pursuant to section 1776.74 of the Revised Code, the 2321  
conversion may be abandoned by any representatives authorized to 2322  
do so by the declaration of conversion, or by the same vote as was 2323  
required to adopt the declaration of conversion. 2324

(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. 2325  
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**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. 2329  
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(B)(1) The written declaration of conversion shall set forth all of the following: 2336  
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(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; 2338  
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(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; 2342  
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(c) If the converted entity is a foreign entity, all of the following: 2345  
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(i) The complete terms of all documents required under the law governing the converted entity's formation; 2347  
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(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 2349  
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partnership; 2355

(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. 2356  
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(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; 2359  
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(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. 2364  
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(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. 2372  
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(C) The written declaration of conversion may set forth any of the following: 2377  
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(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; 2379  
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(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 2382  
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| <u>Revised Code;</u>  | 2386   |
| <u>(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;</u>  | 2387<br>2388<br>2389   |
| <u>(4) A listing of the parties to the declaration of conversion, in addition to the converting entity;</u>   | 2390<br>2391   |
| <u>(5) Any additional provision necessary or desirable with respect to the proposed conversion or the converted entity.</u>   | 2392<br>2393   |
| <u>(D) No declaration of conversion is effective unless adopted by the partners.</u>  | 2394<br>2395   |
| <u>(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.</u> | 2396<br>2397<br>2398<br>2399<br>2400<br>2401<br>2402<br>2403<br>2404<br>2405 |
| <u>(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.</u>   | 2406<br>2407<br>2408   |
| <u>(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</u>   | 2409<br>2410<br>2411<br>2412<br>2413<br>2414<br>2415<br>2416                 |



as would be required to effect that change or authorize that 2417  
action is necessary to adopt or approve the declaration of 2418  
conversion. 2419

(G)(1) At any time before the filing of the certificate of 2420  
conversion pursuant to section 1776.74 of the Revised Code, the 2421  
conversion may be abandoned by all of the partners of the 2422  
converting partnership or by any representatives authorized to do 2423  
so by the declaration of conversion, or by the same vote as was 2424  
required to adopt the declaration of conversion. 2425

(2) The declaration of conversion may contain a provision 2426  
authorizing less than all of the partners to amend the declaration 2427  
of conversion at any time before the filing of the certificate of 2428  
conversion pursuant to section 1776.74 of the Revised Code, except 2429  
that after the partners adopt the declaration of conversion, 2430  
approval of all of the partners is necessary to amend the 2431  
declaration of conversion to do any of the following: 2432

(a) Alter or change the amount or kind of interests, shares, 2433  
evidences of indebtedness, other securities, cash, rights, or any 2434  
other property to be received by the partners of the converting 2435  
partnership in conversion of, or exchange for, their interests; 2436

(b) Alter or change any term of the organizational documents 2437  
of the converted entity except for alterations or changes that are 2438  
adopted with the vote or action of the persons the vote or action 2439  
of which would be required for the alteration or change after the 2440  
conversion; 2441

(c) Alter or change any other terms and conditions of the 2442  
declaration of conversion if any of the alterations or changes, 2443  
alone or in the aggregate, materially and adversely would affect 2444  
the partners or any class or group of partners of the converting 2445  
partnership. 2446

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 2477  
is authorized to do so; 2478

(g) The name and the form of the converted entity and the 2479  
state under the laws of which the converted entity will exist; 2480

(h) If the converted entity is a foreign entity that will not 2481  
be licensed in this state, the name and address of the statutory 2482  
agent upon whom any process, notice, or demand may be served. 2483

(2) In the case of a conversion into a new domestic 2484  
corporation, limited liability company, limited partnership, or 2485  
other partnership, any organizational document that would be filed 2486  
upon the creation of the converted entity shall be filed with the 2487  
certificate of conversion. 2488

(3) If the converted entity is a foreign entity that desires 2489  
to transact business in this state, the certificate of conversion 2490  
shall be accompanied by the information required by division 2491  
(B)(7), (8), (9), or (10) of section 1776.69 of the Revised Code. 2492

(4) If a domestic corporation or a foreign corporation 2493  
licensed to transact business in this state is the converting 2494  
entity, the certificate of conversion shall be accompanied by the 2495  
affidavits, receipts, certificates, or other evidence required by 2496  
division (H) of section 1701.86 of the Revised Code with respect 2497  
to a converting domestic corporation, or by the affidavits, 2498  
receipts, certificates, or other evidence required by division (C) 2499  
or (D) of section 1703.17 of the Revised Code with respect to a 2500  
foreign corporation. 2501

(C) If the converting entity or the converted entity is 2502  
organized or formed under the laws of a state other than this 2503  
state or under any chapter of the Revised Code other than this 2504  
chapter, all documents required to be filed in connection with the 2505  
conversion by the laws of that state or that chapter also shall be 2506  
filed in the proper office. 2507

(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. 2508  
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(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: 2516  
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(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; 2520  
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(2) The name and the form of entity of the converted entity and the state under the law of which it will exist; 2523  
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(3) The date of filing of the certificate of conversion with the secretary of state and the effective date of the conversion. 2525  
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(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. 2527  
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**Sec. 1776.75.** (A) Upon a conversion becoming effective, all of the following apply: 2534  
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(1) The converting entity is continued in the converted entity. 2536  
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|---|------|
| <u>(2) The converted entity exists, and the converting entity</u>         | 2538 |
| <u>ceases to exist.</u>   | 2539 |
| <u>(3) The converted entity possesses both of the following and</u>       | 2540 |
| <u>both of the following continue in the converted entity without any</u> | 2541 |
| <u>further act or deed:</u>   | 2542 |
| <u>(a) Except to the extent limited by requirements of</u>                | 2543 |
| <u>applicable law, both of the following:</u>                             | 2544 |
| <u>(i) All assets and property of every description of the</u>            | 2545 |
| <u>converting entity and every interest in the assets and property of</u> | 2546 |
| <u>the converting entity, wherever the assets, property, and</u>          | 2547 |
| <u>interests are located. Title to any real estate or any interest in</u> | 2548 |
| <u>real estate that was vested in the converting entity does not</u>      | 2549 |
| <u>revert or in any way is impaired by reason of the conversion.</u>      | 2550 |
| <u>(ii) The rights, privileges, immunities, powers, franchises,</u>       | 2551 |
| <u>and authority, whether of a public or a private nature, of the</u>     | 2552 |
| <u>converting entity.</u>   | 2553 |
| <u>(b) All obligations belonging or due to the converting</u>             | 2554 |
| <u>entity.</u>  | 2555 |
| <u>(4) All the rights of creditors of the converting entity are</u>       | 2556 |
| <u>preserved unimpaired, and all liens upon the property of the</u>       | 2557 |
| <u>converting entity are preserved unimpaired. A general partner of a</u> | 2558 |
| <u>converting partnership who is not a general partner of the</u>         | 2559 |
| <u>resulting entity is not liable for any obligation incurred after</u>   | 2560 |
| <u>the conversion except for either of the following:</u>                 | 2561 |
| <u>(a) If the converted entity is a partnership, to the extent</u>        | 2562 |
| <u>that a creditor of the converting partnership extends credit to</u>    | 2563 |
| <u>the converted entity, reasonably believing that the former general</u> | 2564 |
| <u>partner continues as a general partner of the converted entity;</u>    | 2565 |
| <u>(b) If the converted entity is not a partnership then to the</u>       | 2566 |
| <u>extent provided in division (B) of section 1776.56 of the Revised</u>  | 2567 |

Code, deeming for purpose of this division that a certificate of conversion constitutes a statement of dissociation under section 1776.57 of the Revised Code. 2568  
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(B) If a general partner of a converting partnership is not a general partner of the resulting entity, unless that general partner agrees otherwise in writing, the converted entity shall indemnify the general partner against all present or future liabilities of the converting partnership of which the general partner was a general partner. Liabilities of the converting partnership, for purposes of division (B) of this section, include any amount payable pursuant to section 1776.77 of the Revised Code to a partner of the converting partnership. 2571  
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(C) In the case of a conversion into a foreign corporation, limited liability company, 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. 2580  
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(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 2597  
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action is brought within ninety days after the effective date of 2600  
the conversion. 2601

(E) In the case of a converting or converted entity organized 2602  
or existing under the laws of any state other than this state, 2603  
this section is subject to the laws of the state under which that 2604  
entity exists or in which it has property. 2605

**Sec. 1776.76.** (A) Unless otherwise provided in writing in the 2606  
partnership agreement of a constituent domestic partnership, all 2607  
of the following are entitled to relief as dissenting partners as 2608  
provided in section 1776.77 of the Revised Code: 2609

(1) Partners of a domestic partnership that is being merged 2610  
or consolidated into a surviving or new entity, domestic or 2611  
foreign, pursuant to section 1776.68 or 1776.69 of the Revised 2612  
Code; 2613

(2) In the case of a merger into a domestic partnership, 2614  
partners of the surviving domestic partnership who under section 2615  
1776.68 of the Revised Code are entitled to vote or act on the 2616  
adoption of an agreement of merger, but only as to the interests 2617  
so entitling them to vote or act. 2618

(3) Partners of a domestic partnership that is converting 2619  
into a converted entity pursuant to section 1776.73 of the Revised 2620  
Code. 2621

(B) Unless otherwise expressly agreed to in writing, a 2622  
general partner of any constituent partnership is liable to the 2623  
partners of the constituent partnership for any amount payable to 2624  
them pursuant to section 1776.77 of the Revised Code as if the 2625  
amount payable were an existing liability of the constituent 2626  
partnership at the time of the merger, consolidation, or 2627  
conversion. 2628

**Sec. 1776.77.** (A) A partner of a domestic partnership is 2629

entitled to relief as a dissenting partner with respect to the 2630  
proposals described in section 1776.76 of the Revised Code only as 2631  
this section provides. 2632

(B)(1) When a proposal of merger, consolidation, or 2633  
conversion is submitted to the partners at a meeting, a partner 2634  
may be a dissenting partner only if that partner is a record 2635  
holder of the partnership interests as to which the partner seeks 2636  
relief as of the date fixed for the determination of partners 2637  
entitled to notice of the meeting, and has not voted those 2638  
interests in favor of the proposal. 2639

(2) Not later than ten days after the date on which a vote on 2640  
a proposal for merger, or consolidation, or conversion is taken at 2641  
the meeting of the partners, a dissenting partner shall deliver to 2642  
the partnership a written demand for payment of the fair cash 2643  
value of the interests to which the dissenting partner seeks 2644  
relief. The demand shall state the dissenting partner's address, 2645  
the number and class of those interests, and the amount the 2646  
dissenting partner claims as the fair cash value of the interests. 2647

(C)(1) If the proposal of merger, consolidation, or 2649  
conversion is submitted to the partners for written approval or 2650  
other action without a meeting, a partner may be a dissenting 2651  
partner only if on the date the request for approval or action is 2652  
sent to the partners entitled to act or approve the partner is a 2653  
record holder of those interests of the partnership to which the 2654  
partner seeks relief and the partner did not indicate approval of 2655  
the proposal in the partner's capacity as a holder of those 2656  
interests. 2657

(2) Not later than fifteen days after the date on which the 2658  
request for approval of or action on the proposal is sent to the 2659  
partners, the dissenting partner shall deliver to the partnership 2660



a written demand for payment of the fair cash value of the 2661  
interests to which the partner seeks relief. The demand shall 2662  
state the dissenting partner's address, the number and class of 2663  
interests, and the amount the partner claims as the fair cash 2664  
value of those interests. 2665

(D) In any merger or consolidation, a demand served on the 2666  
involved constituent domestic partnership constitutes service on 2667  
the surviving entity or the new entity, whether that demand is 2668  
served before, on, or after the effective date of the merger or 2669  
consolidation. In any conversion, a demand served on the 2670  
converting domestic partnership constitutes service on the 2671  
converted entity, whether that demand is served before, on, or 2672  
after the effective date of the conversion. 2673

(E)(1) When the interests as to which a dissenting partner 2674  
seeks relief are represented by certificates, and the domestic 2675  
partnership sends the dissenting partner, a request for 2676  
certificates representing those interests, within fifteen days 2677  
from the date on which the request is sent, the dissenting partner 2678  
shall deliver to the partnership the requested certificates. The 2679  
partnership shall endorse a legend on each certificate to the 2680  
effect that the partner has made a demand for the fair cash value 2681  
of the interests the certificate represents. The partnership 2682  
promptly shall return the endorsed certificates to the dissenting 2683  
partner. 2684

(2) At the option of the partnership, the partnership may 2685  
terminate a partner's rights as a dissenting partner by sending a 2686  
written notice to the dissenting partner within twenty days after 2687  
the lapse of the fifteen-day period if the partner fails to 2688  
deliver the certificates, unless a court for good cause shown 2689  
otherwise directs. A partnership's request pursuant to this 2690  
division is not an admission that the holder of the interest is 2691  
entitled to relief under this section. 2692

(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. 2693  
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(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. 2697  
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(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. 2704  
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(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 2709  
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time of the demand, its principal office in this state. 2725

Other dissenting partners, within that ninety-day period, may 2726  
join as plaintiffs or may be joined as defendants, and any two or 2727  
more proceedings may be consolidated. 2728

(G) The right and obligation of a dissenting partner to 2729  
receive fair cash value and to sell the interests to which the 2730  
dissenting partner seeks relief, and the right and obligation of 2731  
the domestic partnership to purchase those interests and to pay 2732  
the fair cash value of them, terminate under any of the following 2733  
circumstances: 2734

(1) The dissenting partner does not comply with this section, 2735  
unless the partnership waives that failure. 2736

(2) The partnership abandons the merger, consolidation, or 2737  
conversion or is finally enjoined or prevented from carrying it 2738  
out, or the partners rescind their adoption or approval of the 2739  
merger, consolidation, or conversion. 2740

(3) The dissenting partner withdraws the demand, with the 2741  
consent of the partnership. 2742

(4) The partnership agreement does not provide a reasonable 2743  
basis for determining and paying the dissenting partner the fair 2744  
cash value of the dissenting partner's interest, the partnership 2745  
and the dissenting partner have not agreed upon the fair cash 2746  
value of the interest, and neither the dissenting partner nor the 2747  
partnership has filed or joined in a complaint under division (F) 2748  
of this section within the period that division provides. 2749

(H)(1) Unless otherwise provided in the partnership 2750  
agreement, from the time the dissenting partner gives a demand 2751  
until either the termination of the rights and obligations arising 2752  
from it or the purchase of the interests by the partnership, all 2753  
other rights accruing from those interests, including voting or 2754  
distribution rights, are suspended. If, during the suspension, any 2755

distribution is paid in money upon interests of that class, or any 2756  
dividend, distribution, or interest is paid in money upon any 2757  
securities issued in extinguishment of, or in substitution for, 2758  
that interest, the holder of record shall be paid as a credit upon 2759  
the fair cash value of the interests an amount equal to the 2760  
dividend, distribution, or interest that would have been payable 2761  
upon those interests or securities, if not for the suspension. 2762

(2) If the right to receive the fair cash value is terminated 2763  
other than by the purchase of the interests by the partnership, 2764  
all rights of the dissenting partner shall be restored and all 2765  
distributions that would have been made if not for the suspension 2766  
shall be made to the holder of record of the interests at the time 2767  
of termination. 2768

**Sec. 1776.78.** (A)(1) When authorized by division (F) of 2769  
section 1776.77 of the Revised Code, a dissenting partner or a 2770  
partnership may file a complaint under this section demanding the 2771  
relief this section describes. Any complaint shall contain a brief 2772  
statement of the facts, including the vote or action by the 2773  
partners and the facts entitling the dissenting partner to the 2774  
relief demanded. No answer to a complaint is required. Upon the 2775  
filing of a complaint, the court, on motion of the petitioner, 2776  
shall enter an order fixing a date for a hearing and require a 2777  
copy of the complaint, a notice of the filing, and the date for 2778  
the hearing be given to the respondent or defendant pursuant to 2779  
the Rules of Civil Procedure. 2780

(2) On the date fixed for the hearing, the court shall 2781  
determine from the complaint and from evidence either party 2782  
submits whether the dissenting partner is entitled to be paid the 2783  
fair cash value of any interests and, if so, the number and class 2784  
of those interests. The court may appoint one or more persons as 2785  
appraisers to receive evidence and to recommend a decision on the 2786

amount of the fair cash value if the court finds that the 2787  
dissenting partner is entitled to the payment of the cash value of 2788  
interests. The appraisers have the power and authority as the 2789  
order of their appointment specifies. The court shall make a 2790  
finding as to the fair cash value of the interests and shall 2791  
render judgment against the partnership for the payment of it, 2792  
with interest at a rate and from a date as the court considers 2793  
equitable. 2794

(3) The court shall assess or apportion the costs of the 2795  
proceeding, including reasonable compensation to the appraisers to 2796  
be fixed by the court, as the court considers equitable. The 2797  
proceeding is a special proceeding and final orders in it may be 2798  
vacated, modified, or reversed on appeal pursuant to the rules of 2799  
appellate procedure and, to the extent not in conflict with those 2800  
rules, to Chapter 2505. of the Revised Code. 2801

(4) If, during the pendency of any proceeding under this 2802  
section, a suit or proceeding is instituted to enjoin or otherwise 2803  
to prevent the carrying out of the action as to which the partner 2804  
has dissented, the proceeding instituted under this section shall 2805  
be stayed until the final determination of the other suit or 2806  
proceeding. 2807

(5) Unless any provision of division (G) of section 1776.77 2808  
of the Revised Code applies, the fair cash value of the interests 2809  
that the parties agree upon or fix under this section shall be 2810  
paid within thirty days after the date of final determination of 2811  
value or the consummation of the merger, consolidation, or 2812  
conversion, whichever occurs last, provided that in the case of 2813  
holders of interests represented by certificates, payment shall be 2814  
made only upon and simultaneously with the surrender to the 2815  
domestic partnership of the certificates representing the 2816  
interests for which the payment is made. 2817

(B) If the proposal of merger, consolidation, or conversion 2818

is submitted to the partners of the partnership for a vote at a 2819  
meeting, the fair cash value as to those partners shall be 2820  
determined as of the day before the day on which the vote is 2821  
taken. If the proposal is submitted to the partners for written 2822  
approval or other action, the fair cash value as to those partners 2823  
shall be determined as of the day prior to the day on which the 2824  
request for the approval or action is sent. 2825

(C) The fair cash value of an interest for purposes of this 2826  
section is the amount that a willing seller who is under no 2827  
compulsion to sell would be willing to accept and that a willing 2828  
buyer who is under no compulsion to purchase would be willing to 2829  
pay. In no case shall the fair cash value paid to any partner 2830  
exceed the amount specified in that partner's demand. The 2831  
computation of the fair cash value shall exclude any appreciation 2832  
or depreciation in value resulting from the merger, consolidation, 2833  
or conversion. 2834

**Sec. 1776.79.** When a domestic partnership is a constituent 2835  
entity to a merger or consolidation that has become effective, and 2836  
that domestic partnership is not the surviving or resulting entity 2837  
of the merger or consolidation, or a domestic partnership is the 2838  
converting entity in a conversion, a judgment creditor of a 2839  
partner of that domestic partnership shall not levy execution 2840  
against the assets of the partner to satisfy a judgment based on a 2841  
claim against the surviving or resulting entity of the merger, 2842  
consolidation, or conversion unless any of the following applies: 2843

(A) The claim is for an obligation of the domestic 2844  
partnership for which the partner is liable as this chapter 2845  
provides and any of the following is true: 2846

(1) A judgment based on the same claim entered was against 2847  
the surviving or resulting entity of the merger or consolidation 2848  
and a writ of execution on the judgment was returned unsatisfied 2849

in whole or in part. 2850

(2) The surviving or resulting entity of the merger or consolidation or the entity resulting from the conversion is a debtor in bankruptcy. 2851  
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(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. 2854  
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(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. 2857  
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(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. 2860  
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(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. 2868  
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**Sec. 1776.81.** (A) A partnership may become a limited liability partnership pursuant to this section. 2871  
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(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. 2873  
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(C) After the approval division (B) of this section requires, 2879

a partnership may become a limited liability partnership by filing 2880  
with the secretary of state a statement of qualification. The 2881  
statement shall contain all of the following: 2882

(1) The name of the partnership; 2883

(2) The street address of the partnership's chief executive 2884  
office and, if the partnership's chief executive office is not in 2885  
this state, the street address of any office in this state; 2886

(3) If the partnership does not have an office in this state, 2887  
the name and street address of the partnership's agent for service 2888  
of process; 2889

(4) A statement that the partnership elects to be a limited 2890  
liability partnership; 2891

(5) Any deferred effective date. 2892

(D) The agent of a limited liability partnership for service 2893  
of process shall be an individual who is a resident of this state 2894  
or other person authorized to do business in this state. 2895

(E) The status of a partnership as a limited liability 2896  
partnership is effective on the later of the filing of the 2897  
statement or a date specified in the statement. The status remains 2898  
effective, regardless of changes in the partnership, until it is 2899  
canceled pursuant to division (D) of section 1776.05 of the 2900  
Revised Code or revoked pursuant to section 1776.83 of the Revised 2901  
Code. 2902

(F) The status of a partnership as a limited liability 2903  
partnership and the liability of its partners is not affected by 2904  
errors or later changes in the information required to be 2905  
contained in the statement of qualification under division (C) of 2906  
this section. 2907

(G) The filing of a statement of qualification establishes 2908  
that a partnership has satisfied all conditions precedent to the 2909



qualification of the partnership as a limited liability 2910  
partnership. 2911

(H) An amendment or cancellation of a statement of 2912  
qualification is effective when it is filed or on a deferred 2913  
effective date specified in the amendment or cancellation. 2914

(I) Notwithstanding any contrary provisions of this chapter, 2915  
a domestic partnership having the status of a registered limited 2916  
liability partnership under predecessor law has the status of a 2917  
limited liability partnership under this chapter as of the date 2918  
this chapter governs that partnership, which is on or after the 2919  
first day of January, 2009, but not later than the first day of 2920  
January, 2010. To the extent the partnership has not filed a 2921  
statement of qualification pursuant to this section, the latest 2922  
application or renewal application filed by that partnership under 2923  
the predecessor law constitutes a statement of qualification under 2924  
this section. 2925

**Sec. 1776.82.** The name of a limited liability partnership 2926  
shall contain "registered limited liability partnership," 2927  
"registered partnership having limited liability," "limited 2928  
liability partnership," "R.L.L.P.," "P.L.L.," "L.L.P.," "RLLP," 2929  
"PLL," or "LLP." 2930

**Sec. 1776.83.** (A) A limited liability partnership and a 2931  
foreign limited liability partnership authorized to transact 2932  
business in this state shall file an annual report in the office 2933  
of the secretary of state. The report shall contain all of the 2934  
following: 2935

(1) The name of the limited liability partnership and the 2936  
state or other jurisdiction under whose laws the foreign limited 2937  
liability partnership is formed; 2938

(2) The street address of the partnership's chief executive 2939

office and, if the partnership's chief executive office is not in 2940  
this state, the street address of any office of the partnership in 2941  
this state; 2942

(3) If the partnership does not have an office in this state, 2943  
the name and street address of the partnership's current agent for 2944  
service of process. 2945

(B) A partnership shall file an annual report between the 2946  
first day of January and the first day of April of each year that 2947  
follows the calendar year in which the partnership files a 2948  
statement of qualification or a foreign partnership becomes 2949  
authorized to transact business in this state. 2950

(C) The secretary of state may revoke the statement of 2951  
qualification of any partnership that fails to file an annual 2952  
report when due or pay the required filing fee. To revoke a 2953  
statement, the secretary of state shall provide the partnership at 2954  
least sixty days' written notice of the intent to revoke, mailed 2955  
to the partnership at its chief executive office set forth in the 2956  
last filed statement of qualification or annual report. The notice 2957  
shall specify the annual report that the partnership failed to 2958  
file, the unpaid fee, and the effective date of the revocation. 2959  
The revocation is not effective if the partnership files the 2960  
annual report and pays the fee before the effective date of the 2961  
revocation. 2962

(D) A revocation under division (C) of this section affects 2963  
only a partnership's status as a limited liability partnership and 2964  
is not an event of dissolution of the partnership. 2965

(E) A partnership whose statement of qualification is revoked 2966  
may apply to the secretary of state for reinstatement within two 2967  
years after the effective date of the revocation. The application 2968  
for reinstatement shall state the name of the partnership, the 2969  
effective date of the revocation, and that the ground for 2970

revocation either did not exist or has been corrected. 2971

(F) A reinstatement under division (E) of this section 2972  
relates back to and takes effect as of the effective date of the 2973  
revocation, and the partnership's status as a limited liability 2974  
partnership continues as if the revocation had never occurred. 2975

**Sec. 1776.84.** (A) A limited liability partnership shall not 2976  
make a distribution to a partner to the extent that at the time of 2977  
the distribution and after giving effect to the distribution, all 2978  
liabilities of the limited liability partnership exceed the fair 2979  
value of the assets of the limited liability partnership, other 2980  
than liabilities to partners on account of their economic 2981  
interests and liabilities for which the recourse of creditors is 2982  
limited to specified property. The fair value of property that is 2983  
subject to a liability for which the recourse of creditors is 2984  
limited shall be included in the assets of the limited liability 2985  
partnership only to the extent that the fair value of that 2986  
property exceeds that liability. For purposes of this section, the 2987  
term "distribution" does not include amounts constituting 2988  
reasonable compensation for present or past services or reasonable 2989  
payments made in the ordinary course of business pursuant to a 2990  
bona fide retirement plan or other benefits program. 2991

(B) A partner of a limited liability partnership who receives 2992  
a distribution in violation of division (A) of this section is 2993  
liable to the partnership for the amount of that distribution. 2994  
This section does not affect any obligation or liability of a 2995  
partner of a limited liability partnership under an agreement or 2996  
other applicable law for the amount of a distribution. 2997

**Sec. 1776.85.** (A) The law under which a foreign limited 2998  
liability partnership is formed governs relations among the 2999  
partners and between the partners and the partnership and the 3000

liability of partners for obligations of the partnership. 3001

(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. 3002  
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(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. 3006  
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**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: 3010  
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(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." 3014  
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(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; 3019  
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(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; 3023  
3024  
3025

(4) Any deferred effective date; 3026

(5) Evidence of existence in its jurisdiction of origin. 3027

(B) The agent of a foreign limited liability company for  
service of process shall be an individual who is a resident of 3028  
3029

this state or another person authorized to do business in this 3030  
state. 3031

(C) The status of a partnership as a foreign limited 3032  
liability partnership is effective on the later of the filing of 3033  
the statement of foreign qualification or a date specified in the 3034  
statement. The status remains effective, regardless of changes in 3035  
the partnership, until it is canceled pursuant to division (D) of 3036  
section 1776.05 of the Revised Code or revoked pursuant to section 3037  
1776.83 of the Revised Code. 3038

(D) An amendment or cancellation of a statement of foreign 3039  
qualification is effective when it is filed or on a deferred 3040  
effective date specified in the amendment or cancellation. 3041

**Sec. 1776.87.** (A) A foreign limited liability partnership 3042  
transacting business in this state may not maintain an action or 3043  
proceeding in this state unless it has in effect a statement of 3044  
foreign qualification. 3045

(B) The failure of a foreign limited liability partnership to 3046  
have a statement of foreign qualification that is in effect does 3047  
not impair the validity of any contract or act of that partnership 3048  
or preclude it from defending an action or proceeding in this 3049  
state. 3050

(C) A limitation on personal liability of a partner is not 3051  
waived or otherwise affected by transacting business in this state 3052  
without a statement of foreign qualification. 3053

(D) If a foreign limited liability partnership transacts 3054  
business in this state without a statement of foreign 3055  
qualification, the secretary of state is its agent for service of 3056  
process with respect to a right of action arising out of the 3057  
transaction of business in this state. 3058

**Sec. 1776.88.** (A) Activities of a foreign limited liability 3059

|  |      |
|--|------|
| <u>partnership that do not constitute transacting business for the</u>   | 3060 |
| <u>purpose of section 1776.86 of the Revised Code include all of the</u> | 3061 |
| <u>following:</u>  | 3062 |
| <u>(1) Maintaining, defending, or settling an action or</u>              | 3063 |
| <u>proceeding;</u>   | 3064 |
| <u>(2) Holding meetings of its partners or carrying on any other</u>     | 3065 |
| <u>activity concerning its internal affairs;</u>                         | 3066 |
| <u>(3) Maintaining bank accounts;</u>                                    | 3067 |
| <u>(4) Maintaining offices or agencies for the transfer,</u>             | 3068 |
| <u>exchange, and registration of the partnership's own securities or</u> | 3069 |
| <u>maintaining trustees or depositories with respect to those</u>        | 3070 |
| <u>securities;</u>   | 3071 |
| <u>(5) Selling through independent contractors;</u>                      | 3072 |
| <u>(6) Soliciting or obtaining orders, whether by mail or</u>            | 3073 |
| <u>through employees or agents or otherwise, if the orders require</u>   | 3074 |
| <u>acceptance outside this state before they become contracts;</u>       | 3075 |
| <u>(7) Creating or acquiring indebtedness, with or without a</u>         | 3076 |
| <u>mortgage or other security interest in property;</u>                  | 3077 |
| <u>(8) Collecting debts or foreclosing mortgages or other</u>            | 3078 |
| <u>security interests in property securing the debts, and holding,</u>   | 3079 |
| <u>protecting, and maintaining property so acquired;</u>                 | 3080 |
| <u>(9) Conducting an isolated transaction that is completed</u>          | 3081 |
| <u>within thirty days and is not one in the course of similar</u>        | 3082 |
| <u>transactions;</u>   | 3083 |
| <u>(10) Transacting business in interstate commerce.</u>                 | 3084 |
| <u>(B) For purposes of section 1776.86 of the Revised Code, the</u>      | 3085 |
| <u>ownership in this state of income-producing real property or</u>      | 3086 |
| <u>tangible personal property, other than property excluded under</u>    | 3087 |
| <u>division (A) of this section, constitutes transacting business in</u> | 3088 |

this state. 3089

(C) This section does not apply in determining the contacts 3090  
or activities that may subject a foreign limited liability 3091  
partnership to service of process, taxation, or regulation under 3092  
any other law of this state. 3093

Sec. 1776.89. The attorney general may maintain an action to 3094  
restrain a foreign limited liability partnership from transacting 3095  
business in this state that is in violation of division (C) of 3096  
section 1776.85 of the Revised Code. 3097

Sec. 1776.91. This chapter shall be applied and construed to 3098  
effectuate the general purpose to make uniform the law with 3099  
respect to the subject of this chapter among states enacting the 3100  
uniform partnership act (1997) except where it expressly differs 3101  
substantially from the uniform partnership act (1997). 3102

Sec. 1776.92. This chapter may be cited as the "Ohio Uniform 3103  
Partnership Act (1997)." 3104

Sec. 1776.95. (A) Prior to the first day of January, 2010, 3105  
this chapter governs the following partnerships: 3106

(1) A partnership formed on or after the first day of 3107  
January, 2009, except a partnership that is continuing the 3108  
business of a dissolved partnership under section 1775.40 of the 3109  
Revised Code; 3110

(2) A partnership formed before the first day of January, 3111  
2009, that elects pursuant to division (C) of this section, to be 3112  
governed by this chapter. 3113

(B) On and after the first day of January, 2010, this chapter 3114  
governs all partnerships. 3115

(C)(1) On and after the first day of January, 2009, but prior 3116

to the first day of January, 2010, a partnership voluntarily may 3117  
elect, in the manner provided in its partnership agreement or by 3118  
law for amending the partnership agreement, to be governed by this 3119  
chapter. 3120

(2) The provisions of this chapter relating to the liability 3121  
of the partnership's partners to third parties apply to limit 3122  
those partners' liability to a third party who did business with 3123  
the partnership within one year before the partnership's election 3124  
to be governed by this chapter only if the third party knows or 3125  
has received a notification of the partnership's election to be 3126  
governed by this chapter. 3127

Sec. 1776.96. This chapter does not affect any action or 3128  
proceeding that commences, or any right that accrues, before the 3129  
date the partnership is governed by this chapter as determined 3130  
pursuant to section 1776.95 of the Revised Code. 3131

Sec. 1777.07. (A) This chapter does not govern any 3132  
partnership on and after the first day of January, 2010. 3133

(B) This chapter does not govern any partnership that is 3134  
formed on or after the first day of January, 2009. Chapter 1776. 3135  
of the Revised Code governs any partnership formed on or after 3136  
that date. 3137

(C) This chapter does not govern any partnership that elects 3138  
to be governed by Chapter 1776. of the Revised Code pursuant to 3139  
procedures in division (C) of section 1776.95 of the Revised Code, 3140  
on and after the date the partnership elects to be governed by 3141  
that chapter. 3142

Sec. 1779.12. (A) This chapter does not govern any 3143  
partnership on and after the first day of January, 2010. 3144

(B) This chapter does not govern any partnership that is 3145



formed on or after the first day of January, 2009. Chapter 1776. 3146  
of the Revised Code governs any partnership formed on or after 3147  
that date. 3148

(C) This chapter does not govern any partnership that elects 3149  
to be governed by Chapter 1776. of the Revised Code pursuant to 3150  
procedures in division (C) of section 1776.95 of the Revised Code, 3151  
on and after the date the partnership elects to be governed by 3152  
that chapter. 3153

**Sec. 1782.64.** (A) A limited partnership may become a limited 3154  
liability limited partnership by doing all of the following: 3155

(1) Obtaining approval of the terms and conditions of the 3156  
limited partnership becoming a limited liability limited 3157  
partnership by the vote necessary to amend the limited partnership 3158  
agreement. When a limited partnership agreement expressly 3159  
considers contribution obligations, the required vote is the vote 3160  
necessary to amend those provisions. 3161

(2) Filing a statement of qualification under division (C) of 3162  
section 1776.81 of the Revised Code; 3163

(3) Complying with the name requirements of section 1776.82 3164  
of the Revised Code. 3165

(B) A limited liability limited partnership continues to be 3166  
the same entity that existed before the filing of a statement of 3167  
qualification under division (C) of section 1776.81 of the Revised 3168  
Code. 3169

(C) Division (C) of section 1776.36 and division (B) of 3170  
section 1776.37 of the Revised Code apply to both general and 3171  
limited partners of a limited liability limited partnership. 3172

**Sec. 2307.30.** (A) A joint debtor may make a separate 3173  
composition or compromise with any creditor. Any composition or 3174

compromise shall be a full and effectual discharge to the debtor 3175  
who makes it, but only to that person, from all liability to the 3176  
creditor with whom it is made, according to its terms. A debtor 3177  
who makes such a composition or compromise may take from the 3178  
creditor a note or memorandum in writing exonerating the debtor 3179  
from all individual liability incurred by reason of the joint 3180  
debt. That note or memorandum may be given in evidence to bar the 3181  
creditor's right of recovery against the debtor. If joint 3182  
liability is by judgment in a court of record in this state, on 3183  
production to and filing of the note or memorandum with the clerk 3184  
of the court, the clerk shall discharge the judgment of record as 3185  
far as the compromising debtor is concerned. 3186

(B) A compromise or composition with one joint debtor shall 3187  
not discharge other joint debtors or impair the right of the 3188  
creditor to proceed against other joint debtors who have not been 3189  
discharged. A joint debtor who is proceeded against may 3190  
counterclaim against the creditor for any demand that could have 3191  
been asserted as a counterclaim had the suit by the creditor been 3192  
brought against all of the joint debtors. 3193

(C) A compromise or discharge of one joint debtor does not 3194  
prevent the other joint debtors from availing themselves of any 3195  
defense, except that they shall not set up the discharge of one 3196  
debtor as a discharge of the others unless it appears that all 3197  
were intended to be discharged. The discharge of one debtor is 3198  
deemed a payment to the creditor equal to the proportionate 3199  
liability of the discharged debtor. 3200

(D) A compromise or composition by a joint debtor with a 3201  
creditor does not affect any right the other joint debtors have to 3202  
call on the discharged debtor for that person's ratable portion of 3203  
the joint debt. 3204

**Sec. 2329.66.** (A) Every person who is domiciled in this state 3205  
may hold property exempt from execution, garnishment, attachment, 3206  
or sale to satisfy a judgment or order, as follows: 3207

(1)(a) In the case of a judgment or order regarding money 3208  
owed for health care services rendered or health care supplies 3209  
provided to the person or a dependent of the person, one parcel or 3210  
item of real or personal property that the person or a dependent 3211  
of the person uses as a residence. Division (A)(1)(a) of this 3212  
section does not preclude, affect, or invalidate the creation 3213  
under this chapter of a judgment lien upon the exempted property 3214  
but only delays the enforcement of the lien until the property is 3215  
sold or otherwise transferred by the owner or in accordance with 3216  
other applicable laws to a person or entity other than the 3217  
surviving spouse or surviving minor children of the judgment 3218  
debtor. Every person who is domiciled in this state may hold 3219  
exempt from a judgment lien created pursuant to division (A)(1)(a) 3220  
of this section the person's interest, not to exceed five thousand 3221  
dollars, in the exempted property. 3222

(b) In the case of all other judgments and orders, the 3223  
person's interest, not to exceed five thousand dollars, in one 3224  
parcel or item of real or personal property that the person or a 3225  
dependent of the person uses as a residence. 3226

(2) The person's interest, not to exceed one thousand 3227  
dollars, in one motor vehicle; 3228

(3) The person's interest, not to exceed two hundred dollars 3229  
in any particular item, in wearing apparel, beds, and bedding, and 3230  
the person's interest, not to exceed three hundred dollars in each 3231  
item, in one cooking unit and one refrigerator or other food 3232  
preservation unit; 3233

(4)(a) The person's interest, not to exceed four hundred 3234  
dollars, in cash on hand, money due and payable, money to become 3235

due within ninety days, tax refunds, and money on deposit with a 3236  
bank, savings and loan association, credit union, public utility, 3237  
landlord, or other person. Division (A)(4)(a) of this section 3238  
applies only in bankruptcy proceedings. This exemption may include 3239  
the portion of personal earnings that is not exempt under division 3240  
(A)(13) of this section. 3241

(b) Subject to division (A)(4)(d) of this section, the 3242  
person's interest, not to exceed two hundred dollars in any 3243  
particular item, in household furnishings, household goods, 3244  
appliances, books, animals, crops, musical instruments, firearms, 3245  
and hunting and fishing equipment, that are held primarily for the 3246  
personal, family, or household use of the person; 3247

(c) Subject to division (A)(4)(d) of this section, the 3248  
person's interest in one or more items of jewelry, not to exceed 3249  
four hundred dollars in one item of jewelry and not to exceed two 3250  
hundred dollars in every other item of jewelry; 3251

(d) Divisions (A)(4)(b) and (c) of this section do not 3252  
include items of personal property listed in division (A)(3) of 3253  
this section. 3254

If the person does not claim an exemption under division 3255  
(A)(1) of this section, the total exemption claimed under division 3256  
(A)(4)(b) of this section shall be added to the total exemption 3257  
claimed under division (A)(4)(c) of this section, and the total 3258  
shall not exceed two thousand dollars. If the person claims an 3259  
exemption under division (A)(1) of this section, the total 3260  
exemption claimed under division (A)(4)(b) of this section shall 3261  
be added to the total exemption claimed under division (A)(4)(c) 3262  
of this section, and the total shall not exceed one thousand five 3263  
hundred dollars. 3264

(5) The person's interest, not to exceed an aggregate of 3265  
seven hundred fifty dollars, in all implements, professional 3266

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| books, or tools of the person's profession, trade, or business,  | 3267 |
| including agriculture;   | 3268 |
| (6)(a) The person's interest in a beneficiary fund set apart,    | 3269 |
| appropriated, or paid by a benevolent association or society, as | 3270 |
| exempted by section 2329.63 of the Revised Code;                 | 3271 |
| (b) The person's interest in contracts of life or endowment      | 3272 |
| insurance or annuities, as exempted by section 3911.10 of the    | 3273 |
| Revised Code;  | 3274 |
| (c) The person's interest in a policy of group insurance or      | 3275 |
| the proceeds of a policy of group insurance, as exempted by      | 3276 |
| section 3917.05 of the Revised Code;                             | 3277 |
| (d) The person's interest in money, benefits, charity,           | 3278 |
| relief, or aid to be paid, provided, or rendered by a fraternal  | 3279 |
| benefit society, as exempted by section 3921.18 of the Revised   | 3280 |
| Code;  | 3281 |
| (e) The person's interest in the portion of benefits under       | 3282 |
| policies of sickness and accident insurance and in lump sum      | 3283 |
| payments for dismemberment and other losses insured under those  | 3284 |
| policies, as exempted by section 3923.19 of the Revised Code.    | 3285 |
| (7) The person's professionally prescribed or medically          | 3286 |
| necessary health aids;   | 3287 |
| (8) The person's interest in a burial lot, including, but not    | 3288 |
| limited to, exemptions under section 517.09 or 1721.07 of the    | 3289 |
| Revised Code;  | 3290 |
| (9) The person's interest in the following:                      | 3291 |
| (a) Moneys paid or payable for living maintenance or rights,     | 3292 |
| as exempted by section 3304.19 of the Revised Code;              | 3293 |
| (b) Workers' compensation, as exempted by section 4123.67 of     | 3294 |
| the Revised Code;  | 3295 |
| (c) Unemployment compensation benefits, as exempted by           | 3296 |

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|--|--|
| section 4141.32 of the Revised Code;   | 3297   |
| (d) Cash assistance payments under the Ohio works first program, as exempted by section 5107.75 of the Revised Code;   | 3298<br>3299   |
| (e) Benefits and services under the prevention, retention, and contingency program, as exempted by section 5108.08 of the Revised Code;  | 3300<br>3301<br>3302   |
| (f) Disability financial assistance payments, as exempted by section 5115.06 of the Revised Code.  | 3303<br>3304   |
| (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; | 3305<br>3306<br>3307<br>3308<br>3309<br>3310<br>3311<br>3312<br>3313<br>3314<br>3315<br>3316<br>3317<br>3318<br>3319<br>3320<br>3321 |
| (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,   | 3322<br>3323<br>3324<br>3325<br>3326<br>3327   |

age, or length of service, to the extent reasonably necessary for 3328  
the support of the person and any of the person's dependents, 3329  
except if all the following apply: 3330

(i) The plan or contract was established by or under the 3331  
auspices of an insider that employed the person at the time the 3332  
person's rights under the plan or contract arose. 3333

(ii) The payment is on account of age or length of service. 3334

(iii) The plan or contract is not qualified under the 3335  
"Internal Revenue Code of 1986," 100 Stat. 2085, 26 U.S.C. 1, as 3336  
amended. 3337

(c) Except for any portion of the assets that were deposited 3338  
for the purpose of evading the payment of any debt and except as 3339  
provided in sections 3119.80, 3119.81, 3121.02, 3121.03, and 3340  
3123.06 of the Revised Code, the person's right in the assets held 3341  
in, or to receive any payment under, any individual retirement 3342  
account, individual retirement annuity, "Roth IRA," or education 3343  
individual retirement account that provides benefits by reason of 3344  
illness, disability, death, or age, to the extent that the assets, 3345  
payments, or benefits described in division (A)(10)(c) of this 3346  
section are attributable to any of the following: 3347

(i) Contributions of the person that were less than or equal 3348  
to the applicable limits on deductible contributions to an 3349  
individual retirement account or individual retirement annuity in 3350  
the year that the contributions were made, whether or not the 3351  
person was eligible to deduct the contributions on the person's 3352  
federal tax return for the year in which the contributions were 3353  
made; 3354

(ii) Contributions of the person that were less than or equal 3355  
to the applicable limits on contributions to a Roth IRA or 3356  
education individual retirement account in the year that the 3357  
contributions were made; 3358

(iii) Contributions of the person that are within the 3359  
applicable limits on rollover contributions under subsections 219, 3360  
402(c), 403(a)(4), 403(b)(8), 408(b), 408(d)(3), 408A(c)(3)(B), 3361  
408A(d)(3), and 530(d)(5) of the "Internal Revenue Code of 1986," 3362  
100 Stat. 2085, 26 U.S.C.A. 1, as amended. 3363

(d) Except for any portion of the assets that were deposited 3364  
for the purpose of evading the payment of any debt and except as 3365  
provided in sections 3119.80, 3119.81, 3121.02, 3121.03, and 3366  
3123.06 of the Revised Code, the person's right in the assets held 3367  
in, or to receive any payment under, any Keogh or "H.R. 10" plan 3368  
that provides benefits by reason of illness, disability, death, or 3369  
age, to the extent reasonably necessary for the support of the 3370  
person and any of the person's dependents. 3371

(11) The person's right to receive spousal support, child 3372  
support, an allowance, or other maintenance to the extent 3373  
reasonably necessary for the support of the person and any of the 3374  
person's dependents; 3375

(12) The person's right to receive, or moneys received during 3376  
the preceding twelve calendar months from, any of the following: 3377

(a) An award of reparations under sections 2743.51 to 2743.72 3378  
of the Revised Code, to the extent exempted by division (D) of 3379  
section 2743.66 of the Revised Code; 3380

(b) A payment on account of the wrongful death of an 3381  
individual of whom the person was a dependent on the date of the 3382  
individual's death, to the extent reasonably necessary for the 3383  
support of the person and any of the person's dependents; 3384

(c) Except in cases in which the person who receives the 3385  
payment is an inmate, as defined in section 2969.21 of the Revised 3386  
Code, and in which the payment resulted from a civil action or 3387  
appeal against a government entity or employee, as defined in 3388  
section 2969.21 of the Revised Code, a payment, not to exceed five 3389



thousand dollars, on account of personal bodily injury, not 3390  
including pain and suffering or compensation for actual pecuniary 3391  
loss, of the person or an individual for whom the person is a 3392  
dependent; 3393

(d) A payment in compensation for loss of future earnings of 3394  
the person or an individual of whom the person is or was a 3395  
dependent, to the extent reasonably necessary for the support of 3396  
the debtor and any of the debtor's dependents. 3397

(13) Except as provided in sections 3119.80, 3119.81, 3398  
3121.02, 3121.03, and 3123.06 of the Revised Code, personal 3399  
earnings of the person owed to the person for services in an 3400  
amount equal to the greater of the following amounts: 3401

(a) If paid weekly, thirty times the current federal minimum 3402  
hourly wage; if paid biweekly, sixty times the current federal 3403  
minimum hourly wage; if paid semimonthly, sixty-five times the 3404  
current federal minimum hourly wage; or if paid monthly, one 3405  
hundred thirty times the current federal minimum hourly wage that 3406  
is in effect at the time the earnings are payable, as prescribed 3407  
by the "Fair Labor Standards Act of 1938," 52 Stat. 1060, 29 3408  
U.S.C. 206(a)(1), as amended; 3409

(b) Seventy-five per cent of the disposable earnings owed to 3410  
the person. 3411

(14) The person's right in specific partnership property, as 3412  
exempted by division (B)(3) of section 1775.24 of the Revised Code 3413  
or the person's rights in a partnership pursuant to section 3414  
1776.50 of the Revised Code, except as otherwise set forth in 3415  
section 1776.50 of the Revised Code; 3416

(15) A seal and official register of a notary public, as 3417  
exempted by section 147.04 of the Revised Code; 3418

(16) The person's interest in a tuition unit or a payment 3419  
under section 3334.09 of the Revised Code pursuant to a tuition 3420

payment contract, as exempted by section 3334.15 of the Revised Code; 3421  
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(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; 3423  
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(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. 3427  
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(B) As used in this section: 3430

(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. 3431  
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(2) "Insider" means: 3435

(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; 3436  
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(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; 3441  
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(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 3447  
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general partner of, or a person in control of the partnership; 3451

(d) An entity or person to which or whom any of the following 3452  
applies: 3453

(i) The entity directly or indirectly owns, controls, or 3454  
holds with power to vote, twenty per cent or more of the 3455  
outstanding voting securities of the person who claims an 3456  
exemption, unless the entity holds the securities in a fiduciary 3457  
or agency capacity without sole discretionary power to vote the 3458  
securities or holds the securities solely to secure to debt and 3459  
the entity has not in fact exercised the power to vote. 3460

(ii) The entity is a corporation, twenty per cent or more of 3461  
whose outstanding voting securities are directly or indirectly 3462  
owned, controlled, or held with power to vote, by the person who 3463  
claims an exemption or by an entity to which division (B)(2)(d)(i) 3464  
of this section applies. 3465

(iii) A person whose business is operated under a lease or 3466  
operating agreement by the person who claims an exemption, or a 3467  
person substantially all of whose business is operated under an 3468  
operating agreement with the person who claims an exemption. 3469

(iv) The entity operates the business or all or substantially 3470  
all of the property of the person who claims an exemption under a 3471  
lease or operating agreement. 3472

(e) An insider, as otherwise defined in this section, of a 3473  
person or entity to which division (B)(2)(d)(i), (ii), (iii), or 3474  
(iv) of this section applies, as if the person or entity were a 3475  
person who claims an exemption; 3476

(f) A managing agent of the person who claims an exemption. 3477

(3) "Participant account" has the same meaning as in section 3478  
148.01 of the Revised Code. 3479

(4) "Government unit" has the same meaning as in section 3480

148.06 of the Revised Code. 3481

(C) For purposes of this section, "interest" shall be 3482  
determined as follows: 3483

(1) In bankruptcy proceedings, as of the date a petition is 3484  
filed with the bankruptcy court commencing a case under Title 11 3485  
of the United States Code; 3486

(2) In all cases other than bankruptcy proceedings, as of the 3487  
date of an appraisal, if necessary under section 2329.68 of the 3488  
Revised Code, or the issuance of a writ of execution. 3489

An interest, as determined under division (C)(1) or (2) of 3490  
this section, shall not include the amount of any lien otherwise 3491  
valid pursuant to section 2329.661 of the Revised Code. 3492

**Section 2.** That existing sections 111.16, 1329.01, 1329.04, 3493  
and 2329.66 of the Revised Code are hereby repealed. 3494