

## CHAPTER 322A

## 1976 UNIFORM LIMITED PARTNERSHIP ACT

322A.02 Name.

322A.88 Limited liability limited partnership.

322A.87 Rules for cases not provided for in sections 322A.01 to 322A.87.

**322A.02 NAME.**

(a) The name of each limited partnership as set forth in its certificate of limited partnership:

(1) shall contain the words "limited partnership" or the abbreviation "LP" or "L.P." or in the case of a limited liability limited partnership shall contain:

(i) the words "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P."; or

(ii) the words "limited partnership" or the abbreviation "LP" or "L.P." plus the words "Registered Limited Liability Partnership" or "Limited Liability Partnership" or the abbreviation "R.L.L.P.," "L.L.P.," "RLLP," or "LLP";

(2) may not contain the name of a limited partner unless (i) it is also the name of a general partner or the corporate name of a corporate general partner, or (ii) the business of the limited partnership had been carried on under that name before the admission of that limited partner;

(3) must be distinguishable from the name of a domestic corporation or limited partnership, whether profit or nonprofit, or a foreign corporation or limited partnership authorized or registered to do business in this state, whether profit or nonprofit, a limited liability company, whether domestic or foreign, a limited liability partnership, whether domestic or foreign, or a name the right to which is reserved or provided for in the manner provided for in sections 302A.117, 322A.03, 322B.125, or 333.001 to 333.54, unless there is filed with the certificate a written consent, court decree of prior right, or affidavit of nonuse, of the kind required by section 302A.115, subdivision 1, paragraph (d); and

(4) may not contain the following words: corporation, incorporated.

The secretary of state shall determine whether a name is "distinguishable" from another name for purposes of this section and section 322A.03. This section does not abrogate or limit the law of unfair competition or unfair practices, nor sections 333.001 to 333.54, nor the laws of the United States with respect to the right to acquire and protect copyrights, trademarks, service names, service marks, or any other rights to the exclusive use of names or symbols, nor derogate the common law or principles of equity.

(b) A person doing business in this state may contest the subsequent registration of a name with the office of the secretary of state as provided in section 5.22.

**History:** 1999 c 85 art 3 s 12

**322A.87 RULES FOR CASES NOT PROVIDED FOR IN SECTIONS 322A.01 TO 322A.87.**

(a) Before January 1, 2002, for any case not provided for in sections 322A.01 to 322A.87 the governing law is as follows:

(1) for limited partnerships formed after December 31, 1998, chapter 323A governs;

(2) for limited partnerships formed before January 1, 1999;

(i) if the limited partnership has filed a statement of qualification under section 322A.88 or has amended its certificate of limited partnership to state that the limited partnership is subject to chapter 323A, chapter 323A governs;

(ii) if subparagraph (i) does not apply, chapter 323 governs.

(b) Beginning January 1, 2002, for any case not provided for in sections 322A.01 to 322A.87, chapter 323A governs.

**History:** 1999 c 85 art 3 s 13

**322A.88 LIMITED LIABILITY LIMITED PARTNERSHIP.**

(a) A limited partnership may become a limited liability limited partnership by:

(1) obtaining approval of the terms and conditions under which the limited partnership elects limited liability limited partnership status by the vote necessary to amend the limited partnership agreement except, in the case of a limited partnership agreement that expressly considers contribution obligations, the vote necessary to amend those provisions;

(2) filing a statement of qualification under section 323A.10-01(c) of the Uniform Partnership Act (1994); and

(3) complying with the name requirements of section 322A.02, paragraph (a), clause (1), as those requirements pertain to a limited liability limited partnership.

(b) A limited liability limited partnership continues to be the same entity that existed before the filing of a statement of qualification under section 323A.10-01(c) of the Uniform Partnership Act (1994).

(c) Sections 323A.3-06(c) and 323A.3-07(d) of the Uniform Partnership Act (1994) apply to both general and limited partners of a limited liability limited partnership.

**History:** 1999 c 85 art 3 s 14