

CHAPTER 323A

UNIFORM PARTNERSHIP ACT OF 1994

GENERAL PROVISIONS

- 323A.1-01 Definitions.
 323A.1-02 Knowledge and notice.
 323A.1-03 Effect of partnership agreement; nonwaivable provisions.
 323A.1-04 Supplemental principles of law.
 323A.1-05 Execution, filing, and recording of statements.
 323A.1-06 Governing law.
 323A.1-07 Partnership subject to amendment or repeal of chapter.

NATURE OF PARTNERSHIP

- 323A.2-01 Partnership as entity.
 323A.2-02 Formation of partnership.
 323A.2-03 Partnership property.
 323A.2-04 When property is partnership property.

RELATIONS OF PARTNERS TO PERSONS DEALING WITH PARTNERSHIP

- 323A.3-01 Partner agent of partnership.
 323A.3-02 Transfer of partnership property.
 323A.3-03 Statement of partnership authority.
 323A.3-04 Statement of denial.
 323A.3-05 Partnership liable for partner's actionable conduct.
 323A.3-06 Partner's liability.
 323A.3-07 Actions by and against partnership and partners.
 323A.3-08 Liability of purported partner.

RELATIONS OF PARTNERS TO EACH OTHER AND TO PARTNERSHIP

- 323A.4-01 Partner's rights and duties.
 323A.4-02 Distributions in kind.
 323A.4-03 Partner's rights and duties with respect to information.
 323A.4-04 General standards of partner's conduct.
 323A.4-05 Actions by partnership and partners.
 323A.4-06 Continuation of partnership beyond definite term or particular undertaking.

TRANSFEREES AND CREDITORS OF PARTNER

- 323A.5-01 Partner not co-owner of partnership property.
 323A.5-02 Partner's transferable interest in partnership.
 323A.5-03 Transfer of partner's transferable interest.
 323A.5-04 Partner's transferable interest subject to charging order.

PARTNER'S DISSOCIATION

- 323A.6-01 Events causing partner's dissociation.

- 323A.6-02 Partner's power to dissociate; wrongful dissociation.

- 323A.6-03 Effect of partner's dissociation.

PARTNER'S DISSOCIATION WHEN BUSINESS NOT WOUND UP

- 323A.7-01 Purchase of dissociated partner's interest.
 323A.7-02 Dissociated partner's power to bind and liability to partnership.
 323A.7-03 Dissociated partner's liability to other persons.
 323A.7-04 Statement of dissociation.
 323A.7-05 Continued use of partnership name.

WINDING UP PARTNERSHIP BUSINESS

- 323A.8-01 Events causing dissolution and winding up of partnership business.
 323A.8-02 Partnership continues after dissolution.
 323A.8-03 Right to wind up partnership business.
 323A.8-04 Partner's power to bind partnership after dissolution.
 323A.8-05 Statement of dissolution.
 323A.8-06 Partner's liability to other partners after dissolution.
 323A.8-07 Settlement of accounts and contributions among partners.

CONVERSIONS AND MERGERS

- 323A.9-01 Definitions.
 323A.9-02 Conversion of partnership to limited partnership.
 323A.9-03 Conversion of limited partnership to partnership.
 323A.9-04 Effect of conversion; entity unchanged.
 323A.9-05 Merger of partnerships.
 323A.9-06 Effect of merger.
 323A.9-07 Statement of merger.
 323A.9-08 Nonexclusive.

LIMITED LIABILITY PARTNERSHIP

- 323A.10-01 Statement of qualification.
 323A.10-02 Name.
 323A.10-03 Annual registration.

FOREIGN LIMITED LIABILITY PARTNERSHIP

- 323A.11-01 Law governing foreign limited liability partnership.
 323A.11-02 Statement of foreign qualification.
 323A.11-03 Effect of failure to qualify.
 323A.11-04 Activities not constituting transacting business.
 323A.11-05 Action by attorney general.

MISCELLANEOUS PROVISIONS

- 323A.12-01 Short title.
 323A.12-02 Applicability.
 323A.12-03 Effect of designation.

GENERAL PROVISIONS

323A.1-01 DEFINITIONS.

In this chapter:

- (1) "Business" includes every trade, occupation, and profession.
- (2) "Debtor in bankruptcy" means a person who is the subject of:
 - (i) an order for relief under Title 11 of the United States Code or a comparable order under a successor statute of general application; or
 - (ii) a comparable order under federal, state, or foreign law governing insolvency.
- (3) "Distribution" means a transfer of money or other property from a partnership to a partner in the partner's capacity as a partner or to the partner's transferee.