

**RESOLUTION 02-01-2022**

**TEXT OF RESOLUTION**

**RESOLVED** that the Conference of California Bar Associations recommends that legislation be sponsored to amend Corporations Code section 15901.11, to read as follows:

- 1 § 15901.11
- 2 A limited partnership shall maintain at its designated office the following information:
- 3 (1) a current list showing the full name and last known street and mailing address of each
- 4 partner, separately identifying the general partners, in alphabetical order, and the limited
- 5 partners, in alphabetical order;
- 6 (2) a copy of the initial certificate of limited partnership and all amendments to and restatements
- 7 of the certificate, together with signed copies of any powers of attorney under which any
- 8 certificate, amendment, or restatement has been signed;
- 9 (3) a copy of any filed certificate of conversion or merger;
- 10 (4) a copy of the limited partnership’s federal, state, and local income tax returns and reports, if
- 11 any, for the six most recent years;
- 12 (5) a copy of any partnership agreement made in a record and any amendment made in a record
- 13 to any partnership agreement;
- 14 (6) a copy of any financial statement of the limited partnership for the six most recent years;
- 15 (7) a copy of any record made by the limited partnership during the past three years of any
- 16 consent given by or vote taken of any partner pursuant to this chapter or the partnership
- 17 agreement; and
- 18 (8) unless contained in a partnership agreement made in a record, a record stating:
- 19 (A) the amount of cash, and a description and statement of the agreed value of the other benefits,
- 20 contributed and agreed to be contributed by each partner;
- 21 (B) ~~(1)~~<sup>†</sup> the times at which, or events on the happening of which, any additional contributions
- 22 agreed to be made by each partner are to be made;
- 23 (C) for any person that is both a general partner and a limited partner, a specification of what
- 24 transferable interest the person owns in each capacity; and
- 25 (D) any events upon the happening of which the limited partnership is to be dissolved and its
- 26 activities wound up.

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 28  
 29 ~~† — So in chaptered copy.~~

(Proposed new language underlined; language to be deleted stricken)

**PROPONENT:** Bar Association of Northern San Diego County

**STATEMENT OF REASONS**

The Problem: Subsection 8(B) has a (1) at the beginning, but there is no (2) or higher number. Let’s clean up this statute!

The Solution: Remove (1) since there is no (2).

**IMPACT STATEMENT**

This resolution does not affect any other law, statute, or rule.

**CURRENT OR PRIOR RELATED LEGISLATION**

None located.

**AUTHOR AND/OR PERMANENT CONTACT**

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**RESPONSIBLE FLOOR DELEGATE**

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