



## Ohio Revised Code

### Section 1776.81 Conversion to limited liability partnership.

Effective: August 6, 2008

Legislation: House Bill 332 - 127th General Assembly

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(A) A partnership may become a limited liability partnership pursuant to this section.

(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.

(C) After the approval division (B) of this section requires, a partnership may become a limited liability partnership by filing with the secretary of state a statement of qualification. The statement shall contain all of the following:

(1) The name of the partnership;

(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 office in this state;

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

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

(5) Any deferred effective date.

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

(E) The status of a partnership as a limited liability partnership is effective on the later of the filing of the statement or a date specified in the statement. The status remains effective, regardless of



changes in the partnership, until it is canceled pursuant to division (D) of section 1776.05 of the Revised Code or revoked pursuant to section 1776.83 of the Revised Code.

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

(G) The filing of a statement of qualification establishes that a partnership has satisfied all conditions precedent to the qualification of the partnership as a limited liability partnership.

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

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