



## Ohio Revised Code

### Section 1782.61 Pre-existing limited partnerships.

Effective: July 1, 1994

Legislation: Senate Bill 74 - 120th General Assembly

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(A) A limited partnership formed under former Chapter 1781. of the Revised Code or another former law of this state that was in existence on April 4, 1985, shall not be dissolved and its legal existence shall not cease as a result of the repeal of the law under which it was formed, the enactment of this chapter, or the enactment of the amendments to this chapter contained in the act in which this amendment was enacted. A limited partnership that was formed under any former law of this state that was in existence on April 4, 1985, and its partners shall be governed by the provisions of this chapter as amended from time to time. Such a pre-existing limited partnership and its partners shall have the same rights and be subject to the same limitations, restrictions, and liabilities as a limited partnership formed under this chapter and its partners, except as follows:

(1) The partners of a pre-existing limited partnership are not required to execute and file a certificate of limited partnership under this chapter in order to maintain the continued existence of the limited partnership as a limited partnership under the laws of this state.

As used in this chapter with respect to a pre-existing limited partnership, unless the context otherwise requires, "certificate of limited partnership" means the certificate of limited partnership of the limited partnership executed and filed pursuant to the provisions of the former law under which such limited partnership was formed, and the certificate as amended or restated.

(2) A pre-existing limited partnership is not subject to the provisions of section 1782.02 of the Revised Code with respect to its name as set forth in its certificate of limited partnership on April 4, 1985. It shall become subject to such provisions if, and at the time, any change in its name is made on or after April 4, 1985.

(3) A pre-existing limited partnership is not subject to the provisions of section 1782.04 of the Revised Code until the execution and filing of the restated certificate of limited partnership referred to in division (A)(4) of this section, at which time the general partners of a pre-existing limited partnership have the obligation, right, and power to appoint and thereafter continuously maintain an



agent for service of process as provided in section 1782.04 of the Revised Code, notwithstanding anything to the contrary contained in the partnership agreement.

(4) Subject to section 1782.63 of the Revised Code, the provisions of this chapter relating to the events requiring, and the method of effecting, an amendment or cancellation of a certificate of limited partnership apply to a pre-existing limited partnership to the same extent and in the same manner as such provisions apply to a limited partnership formed under this chapter, provided that the first amendment of the certificate of limited partnership of a pre-existing limited partnership made on or after April 4, 1985, is effected by the execution and filing of a restated certificate of limited partnership setting forth all of the information required in section 1782.08 of the Revised Code. The information shall be current as of the date of the execution and filing of such restated certificate of limited partnership. The execution and filing of such restated certificate of limited partnership shall not result in the dissolution, or in any way adversely affect the continued existence, of the pre-existing limited partnership.

(5) The references in division (A)(2) of section 1782.09 and in division (B)(2) of section 1782.10 of the Revised Code to the date of the first filing of a limited partnership's certificate of limited partnership mean, with respect to a pre-existing limited partnership, the date on which the limited partnership's original certificate of limited partnership was filed pursuant to and in accordance with the provisions of the former law under which it was formed.

(6) Sections 1782.27 and 1782.28 of the Revised Code apply only to contributions made on or after April 4, 1985.

(7) Division (B) of section 1782.17 and section 1782.42 of the Revised Code apply only to assignments made on or after April 4, 1985.

(B) This chapter does not affect a claim, action, or proceeding that is accrued, existing, incurred, or pending on or before April 4, 1985, but the claim, action, or proceeding may be asserted, enforced, prosecuted, or defended as if this chapter had not been enacted.