



Ohio Revised Code

Section 1782.63 Refiling of certificate for limited partnerships existing prior to 7-1-94.

Effective: October 4, 1996

Legislation: House Bill 495 - 121st General Assembly

(A)(1) Each limited partnership existing prior to July 1, 1994, and each foreign limited partnership registered pursuant to sections 1782.49 and 1782.50 of the Revised Code prior to that date shall file, on a form prescribed by the secretary of state, a certificate of limited partnership and an application for registration as a foreign limited partnership, respectively, with the secretary of state as follows:

(a) Each limited partnership with a name beginning with the letter A, B, C, D, E, or F shall so file with the secretary of state on or before June 30, 1995;

(b) Each limited partnership with a name beginning with the letter G, H, I, J, K, L, or M shall so file with the secretary of state on or before December 31, 1995;

(c) Each limited partnership with a name beginning with the letter N, O, P, Q, R, or S shall so file with the secretary of state on or before June 30, 1996;

(d) Each limited partnership with a name beginning with the letter T, U, V, W, X, Y, or Z shall so file with the secretary of state on or before December 31, 1996;

(e) If a limited partnership's name begins with a character other than a letter of the English alphabet, the first letter of the English alphabet that appears in the limited partnership's name shall be considered the beginning of its name for purposes of divisions (A)(1)(a) to (d) of this section and the limited partnership shall so file with the secretary of state in accordance with the applicable provision of divisions (A)(1)(a) to (d) of this section.

(2) Any limited partnership that files a certificate of limited partnership or an application for registration as a foreign limited partnership is subject to the payment of filing fees in accordance with division (G) of section 111.16 of the Revised Code.



(3) A limited partnership that is required by divisions (A)(1)(a) to (e) of this section to file any document with the secretary of state and that has not done so by the time required for the filing may not maintain any action, suit, or proceeding in any court of this state until it has filed the required document. The failure of a limited partnership to make the required filing does not impair the validity of any contract or act of the limited partnership or prevent it from defending any action, suit, or proceeding in any court of this state. A limited partner of a limited partnership is not liable as a general partner of the limited partnership or otherwise liable for obligations of the partnership solely by reason of the partnership having transacted business in this state without making the filing required by divisions (A)(1)(a) to (e) of this section.

(B) If a surviving domestic limited partnership that has not filed a certificate of limited partnership pursuant to division (A) of this section results from a merger on and after July 1, 1994, the partnership shall include a copy of its certificate of limited partnership with its certificate of merger or consolidation filed pursuant to section 1782.433 of the Revised Code. Upon filing of the certificate of limited partnership in accordance with this division, the surviving domestic limited partnership shall be deemed to be in compliance with division (A) of this section.

(C) A limited partnership that is formed under this chapter or governed by this chapter pursuant to section 1782.61 of the Revised Code and that is in existence on July 1, 1994, shall be governed by this chapter, as amended by the act in which this section was enacted, except that the amendments to section 1782.28 of the Revised Code made by that act and the repeal of section 1782.38 of the Revised Code by that act shall not affect the rights of any person who extended credit to a limited partnership prior to July 1, 1994, but only to the extent of credit extended before such date.

(D) The amendments to this chapter made by the act in which this section was enacted do not affect a claim, action, or proceeding that is accrued, existing, incurred, or pending on or before July 1, 1994, but the claim, action, or proceeding may be asserted, enforced, prosecuted, or defended as if those amendments had not been made.