

liable for the debts of the partnership beyond the fund so contributed by him or them to the capital; but the number of special partners shall, in no partnership, exceed six.

Object of sections 2 to 7. Purpose of the provision of this section with reference to the special partner's contribution being in actual cash. This condition must be strictly complied with—the contribution can not be partly in cash and partly in goods, credits, etc. What amounts to a payment in "actual cash"? If the law is not complied with, the good faith of the parties is immaterial. *Lineweaver v. Slagle*, 64 Md. 482.

The liability of special partners distinguished from that of general partners. The object of the provision that the special partner's contribution shall be made in actual cash. The special partner's contribution stands in the place of his personal liability. *Safe Deposit Co. v. Cahn*, 102 Md. 546.

1904, art. 73, sec. 3. 1888, art. 73, sec. 3. 1860, art. 72, sec. 3. 1836, ch. 97, sec. 3.

3. Persons desirous of forming such partnership shall make and severally sign a certificate which contain the name or firm under which such partnership is to be conducted, the general nature of the business intended to be transacted, the names of all the general and special partners interested therein, distinguishing which are general and which are special partners, and their respective places of residence, the amount of capital which each special partner shall have contributed to the common stock, the period at which the partnership is to commence, and the period at which it is to terminate.

See notes to sec 2.

Ibid. sec. 4. 1888, art. 73, sec. 4. 1860, art. 72, sec. 4. 1836, ch. 97, sec. 4.
1884, ch. 65.

4. The certificate shall be acknowledged by the several persons signing the same before any officer authorized to take the acknowledgments of deeds conveying land in this State, and such acknowledgments shall be made and certified to in the same manner as the acknowledgments of such deeds; and when so acknowledged and certified shall be filed in the office of the clerk of the circuit court for the county in which the principal place of business of the partnership shall be, or, if it be in the city of Baltimore, in the office of the clerk of the superior court of Baltimore city, and shall be recorded by him at large in a book kept for that purpose, open to public inspection; and if the partnership shall have places of business situated in different counties, or in a county and the city of Baltimore, a transcript of the certificate and of the acknowledgment thereof duly certified by the clerk in whose office it shall be filed, under his official seal, shall be filed and recorded in like manner in the office of the clerk of every such county or city.

A limited partnership is not converted into a general one by the fact that its principal *office* is out of the state, whereas the certificate declares that its principal place of *business* in Maryland is located in Baltimore city. *Safe Deposit Co. v. Cahn*, 102 Md. 545.

See notes to sec 2.

Ibid. sec. 5. 1888, art. 73, sec. 5. 1860, art. 72, sec. 5.
1836, ch. 97, sec. 5.

5. At the time of filing the original certificate with the evidence of the acknowledgment thereof, as before directed, an affidavit of one or