

For a limited partnership formed in compliance with all of the formalities prescribed by this article, see *Lineweaver v. Slagle*, 64 Md. 480.

As to fraud in the management of special partnerships, see art. 27, sec. 220. See art. 39B, sec. 8.

See sec. 6.

An. Code, sec. 2. 1918, ch. 280, sec. 2.

2. (FORMATION.) (1) Two or more persons desiring to form a limited partnership shall

(a) Sign and swear to a certificate, which shall state

I. The name of the partnership,

II. The character of the business,

III. The location of the principal place of business,

IV. The name and place of residence of each member, general and limited partners being respectively designated,

V. The term for which the partnership is to exist,

VI. The amount of cash and a description of and the agreed value of the other property contributed by each limited partner,

VII. The additional contributions, if any, agreed to be made by each limited partner and the times at which or events on the happening of which they shall be made,

VIII. The time, if agreed upon, when the contribution of each limited partner is to be returned,

IX. The share of the profits or the other compensation by way of income which each limited partner shall receive by reason of his contribution,

X. The right, if given, of a limited partner to substitute an assignee as contributor in his place, and the terms and conditions of the substitution,

XI. The right, if given, of the partners to admit additional limited partners,

XII. The right, if given, of one or more of the limited partners to priority over other limited partners, as to contributions or as to compensation by way of income, and the nature of such priority,

XIII. The right, if given, of the remaining general partner or partners to continue the business on the death, retirement or insanity of a general partner, and

XIV. The right, if given, of a limited partner to demand and receive property other than cash in return for his contribution.

(b) File for record the certificate in the office of Circuit Court of the County or the Superior Court of Baltimore City.

(2) A limited partnership is formed if there has been substantial compliance in good faith with the requirements of paragraph (1).

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

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

See notes to secs. 1 and 4.