

(5) The partnership books, except that the partnership books may be kept at the principal place of business if that location is not the same as that of the principal office.]

10-107.

(A) Except as provided in the partnership agreement, a partner may lend money to and transact other business with the limited partnership and subject to other applicable law has the same rights and obligations with respect thereto as a person who is not a partner.

(B) EXCEPT IN THE CASE OF ACTION OR FAILURE TO ACT BY A PARTNER WHICH CONSTITUTES WILLFUL MISCONDUCT OR RECKLESSNESS, AND SUBJECT TO THE STANDARDS AND RESTRICTIONS, IF ANY, SET FORTH IN ITS PARTNERSHIP AGREEMENT, A LIMITED PARTNERSHIP HAS THE POWER TO INDEMNIFY AND HOLD HARMLESS ANY PARTNER, EMPLOYEE, OR AGENT OF THE LIMITED PARTNERSHIP FROM AND AGAINST ANY AND ALL CLAIMS AND DEMANDS WHATSOEVER.

10-201.

[(a) In order to form a limited partnership two or more persons must execute a certificate. The certificate shall be filed with the Department and set forth:

- (1) The name of the limited partnership;
- (2) The purposes for which the partnership is formed;
- (3) The address of the principal office and the name and address of the resident agent;
- (4) The name and the home or business address of each partner (specifying separately the general partners and limited partners);
- (5) The amount of cash and a description and statement of the agreed value of the other property or services (other than past services) contributed by each limited partner and which each limited partner has agreed to contribute in the future, subject to any terms and conditions provided in § 10-502;
- (6) The times at which or events on the happening of which any additional contributions agreed to be made by each limited partner are to be made;
- (7) Any power of a limited partner to grant the right to become a limited partner to an assignee of any part of his partnership interest, and the terms and conditions of the power;