

(II) IF any, but not all, of the partners are insolvent, or, not being subject to process, refuse to contribute, the other partners shall contribute their share of the liabilities, and, in the relative proportions in which they share the profits, the additional amount necessary to pay the liabilities.

9-703.

(A) A PARTNERSHIP, INCLUDING A LIMITED LIABILITY PARTNERSHIP, FORMED AND EXISTING UNDER THIS ACT, MAY CONDUCT ITS BUSINESS, CARRY ON ITS OPERATIONS, AND HAVE AND EXERCISE THE POWERS GRANTED BY THIS ACT IN ANY STATE, TERRITORY, DISTRICT, OR POSSESSION OF THE UNITED STATES OR IN ANY FOREIGN COUNTRY.

(B) IT IS THE INTENT OF THE LEGISLATURE THAT THE LEGAL EXISTENCE OF LIMITED LIABILITY PARTNERSHIPS FORMED AND EXISTING UNDER THIS ACT BE RECOGNIZED OUTSIDE THE BOUNDARIES OF THIS STATE AND THAT THE LAWS OF THIS STATE GOVERNING SUCH LIMITED LIABILITY PARTNERSHIPS TRANSACTING BUSINESS OUTSIDE THIS STATE BE GRANTED THE PROTECTION OF FULL FAITH AND CREDIT UNDER THE CONSTITUTION OF THE UNITED STATES.

(C) IT IS THE POLICY OF THIS STATE THAT THE INTERNAL AFFAIRS OF PARTNERSHIPS, INCLUDING LIMITED LIABILITY PARTNERSHIPS, FORMED AND EXISTING UNDER THIS ACT, INCLUDING THE LIABILITY OF PARTNERS OR DEBTS, OBLIGATIONS, AND LIABILITIES CHARGEABLE TO PARTNERSHIPS, SHALL BE SUBJECT TO AND GOVERNED BY THE LAWS OF THIS STATE.

SUBTITLE 8. LIMITED LIABILITY PARTNERSHIPS

9-801.

(A) A PARTNERSHIP FORMED UNDER THE LAWS OF THIS STATE MAY REGISTER AS A LIMITED LIABILITY PARTNERSHIP BY FILING WITH THE DEPARTMENT A CERTIFICATE OF LIMITED LIABILITY PARTNERSHIP WHICH SETS FORTH:

- (1) THE NAME OF THE LIMITED LIABILITY PARTNERSHIP;
- (2) THE PURPOSE FOR WHICH THE LIMITED LIABILITY PARTNERSHIP EXISTS; AND
- (3) THE ADDRESS OF ITS PRINCIPAL OFFICE IN THIS STATE AND THE NAME AND ADDRESS OF ITS RESIDENT AGENT.

(B) A PARTNERSHIP QUALIFIES AS A LIMITED LIABILITY PARTNERSHIP AT THE TIME OF THE FILING OF THE CERTIFICATE WITH THE DEPARTMENT OR AT ANY LATER TIME SPECIFIED IN THE CERTIFICATE.

(C) AN AMENDMENT TO THE CERTIFICATE OF LIMITED LIABILITY PARTNERSHIP SHALL BE:

- (1) IN WRITING; AND
- (2) FILED FOR RECORD WITH THE DEPARTMENT.