

(D) A PERSON NOT A PARTNER IS DEEMED TO KNOW OF A LIMITATION ON THE AUTHORITY OF A PARTNER TO TRANSFER REAL PROPERTY HELD IN THE NAME OF THE PARTNERSHIP IF A STATEMENT CONTAINING THE LIMITATION ON AUTHORITY HAS BEEN FILED.

(E) EXCEPT AS OTHERWISE PROVIDED IN SUBSECTIONS (C) AND (D) AND §§ 9-704 AND 9-805 OF THIS TITLE, A PERSON NOT A PARTNER IS NOT DEEMED TO KNOW OF A LIMITATION ON THE AUTHORITY OF A PARTNER MERELY BECAUSE THE LIMITATION IS CONTAINED IN A FILED STATEMENT.

(F) UNLESS EARLIER CANCELED, A FILED STATEMENT OF PARTNERSHIP AUTHORITY IS CANCELED BY OPERATION OF LAW 5 YEARS AFTER THE DATE ON WHICH THE STATEMENT, OR THE MOST RECENT AMENDMENT, WAS FILED WITH THE DEPARTMENT.

9-304. STATEMENT OF DENIAL.

A PARTNER OR OTHER PERSON NAMED AS A PARTNER IN A FILED STATEMENT OF PARTNERSHIP AUTHORITY MAY FILE A STATEMENT OF DENIAL STATING THE NAME OF THE PARTNERSHIP AND THE FACT THAT IS BEING DENIED, WHICH MAY INCLUDE DENIAL OF A PERSON'S AUTHORITY OR STATUS AS A PARTNER. A STATEMENT OF DENIAL IS A LIMITATION ON AUTHORITY AS PROVIDED IN § 9-303(C) AND (D) OF THIS SUBTITLE.

9-305. PARTNERSHIP LIABLE FOR PARTNER'S ACTIONABLE CONDUCT.

(A) A PARTNERSHIP IS LIABLE FOR LOSS OR INJURY CAUSED TO A PERSON, OR FOR A PENALTY INCURRED, AS A RESULT OF A WRONGFUL ACT OR OMISSION, OR OTHER ACTIONABLE CONDUCT, OF A PARTNER ACTING IN THE ORDINARY COURSE OF BUSINESS OF THE PARTNERSHIP OR WITH AUTHORITY OF THE PARTNERSHIP.

(B) IF, IN THE COURSE OF THE PARTNERSHIP'S BUSINESS OR WHILE ACTING WITH AUTHORITY OF THE PARTNERSHIP, A PARTNER RECEIVES OR CAUSES THE PARTNERSHIP TO RECEIVE MONEY OR PROPERTY OF A PERSON NOT A PARTNER, AND THE MONEY OR PROPERTY IS MISAPPLIED BY A PARTNER, THE PARTNERSHIP IS LIABLE FOR THE LOSS.

9-306. PARTNER'S LIABILITY.

(A) EXCEPT AS OTHERWISE PROVIDED IN SUBSECTIONS (B) AND (C), ALL PARTNERS ARE LIABLE JOINTLY AND SEVERALLY FOR ALL OBLIGATIONS OF THE PARTNERSHIP UNLESS OTHERWISE AGREED BY THE CLAIMANT OR PROVIDED BY LAW.

(B) A PERSON ADMITTED AS A PARTNER INTO AN EXISTING PARTNERSHIP SHALL HAVE THE IMMUNITY FROM LIABILITY DESCRIBED UNDER § 5-351 OF THE COURTS AND JUDICIAL PROCEEDINGS ARTICLE.

(C) SUBJECT TO THE PROVISIONS OF SUBSECTION (D) OF THIS SECTION, A PARTNER OF A LIMITED LIABILITY PARTNERSHIP IS NOT LIABLE OR ACCOUNTABLE, DIRECTLY OR INDIRECTLY, INCLUDING BY WAY OF INDEMNIFICATION,