

WITH THE ACTUAL OR PURPORTED PARTNERSHIP. IF THE REPRESENTATION, EITHER BY THE PURPORTED PARTNER OR BY A PERSON WITH THE PURPORTED PARTNER'S CONSENT, IS MADE IN A PUBLIC MANNER, THE PURPORTED PARTNER IS LIABLE TO A PERSON WHO RELIES UPON THE PURPORTED PARTNERSHIP EVEN IF THE PURPORTED PARTNER IS NOT AWARE OF BEING HELD OUT AS A PARTNER TO THE CLAIMANT. IF PARTNERSHIP LIABILITY RESULTS, THE PURPORTED PARTNER IS LIABLE WITH RESPECT TO THAT LIABILITY AS IF THE PURPORTED PARTNER WERE A PARTNER. IF NO PARTNERSHIP LIABILITY RESULTS, THE PURPORTED PARTNER IS LIABLE WITH RESPECT TO THAT LIABILITY JOINTLY AND SEVERALLY WITH ANY OTHER PERSON CONSENTING TO THE REPRESENTATION.

(B) IF A PERSON IS THUS REPRESENTED TO BE A PARTNER IN AN EXISTING PARTNERSHIP, OR WITH ONE OR MORE PERSONS NOT PARTNERS, THE PURPORTED PARTNER IS AN AGENT OF PERSONS CONSENTING TO THE REPRESENTATION TO BIND THEM TO THE SAME EXTENT AND IN THE SAME MANNER AS IF THE PURPORTED PARTNER WERE A PARTNER, WITH RESPECT TO PERSONS WHO ENTER INTO TRANSACTIONS IN RELIANCE UPON THE REPRESENTATION. IF ALL OF THE PARTNERS OF THE EXISTING PARTNERSHIP CONSENT TO THE REPRESENTATION, A PARTNERSHIP ACT OR OBLIGATION RESULTS. IF FEWER THAN ALL OF THE PARTNERS OF THE EXISTING PARTNERSHIP CONSENT TO THE REPRESENTATION, THE PERSON ACTING AND THE PARTNERS CONSENTING TO THE REPRESENTATION ARE JOINTLY AND SEVERALLY LIABLE.

(C) A PERSON IS NOT LIABLE AS A PARTNER MERELY BECAUSE THE PERSON IS NAMED BY ANOTHER IN A STATEMENT OF PARTNERSHIP AUTHORITY OR DOES NOT FILE A STATEMENT OF AUTHORITY.

(D) A PERSON DOES NOT CONTINUE TO BE LIABLE AS A PARTNER MERELY BECAUSE OF A FAILURE TO FILE A STATEMENT OF DISSOCIATION OR TO AMEND A STATEMENT OF PARTNERSHIP AUTHORITY TO INDICATE THE PARTNER'S DISSOCIATION FROM THE PARTNERSHIP.

(E) EXCEPT AS OTHERWISE PROVIDED IN SUBSECTIONS (A) AND (B) OF THIS SECTION, PERSONS WHO ARE NOT PARTNERS AS TO EACH OTHER ARE NOT LIABLE AS PARTNERS TO OTHER PERSONS.

SUBTITLE 4. RELATIONS OF PARTNERS TO EACH OTHER AND TO PARTNERSHIP.

9-401. PARTNER'S RIGHTS AND DUTIES.

(A) EACH PARTNER IS DEEMED TO HAVE AN ACCOUNT THAT IS:

(1) CREDITED WITH AN AMOUNT EQUAL TO THE MONEY PLUS THE VALUE OF ANY OTHER PROPERTY, NET OF THE AMOUNT OF ANY LIABILITIES, THE PARTNER CONTRIBUTES TO THE PARTNERSHIP AND THE PARTNER'S SHARE OF THE PARTNERSHIP PROFITS; AND

(2) CHARGED WITH AN AMOUNT EQUAL TO THE MONEY PLUS THE VALUE OF ANY OTHER PROPERTY, NET OF THE AMOUNT OF ANY LIABILITIES, DISTRIBUTED BY THE PARTNERSHIP TO THE PARTNER AND THE PARTNER'S SHARE OF THE PARTNERSHIP LOSSES.