

(1) THE NAME OF THE FORMER GENERAL PARTNERSHIP OR LIMITED PARTNERSHIP; AND

(2) THE DATE OF FORMATION OF THE PARTNERSHIP AND PLACE OF FILING OF THE INITIAL STATEMENT OF PARTNERSHIP, IF ANY, OR CERTIFICATE OF LIMITED PARTNERSHIP OF THE FORMER GENERAL PARTNERSHIP OR LIMITED PARTNERSHIP.

(B) THE TERMS AND CONDITIONS OF A CONVERSION OF A GENERAL OR LIMITED PARTNERSHIP TO A LIMITED LIABILITY COMPANY SHALL BE APPROVED BY THE PARTNERS IN THE MANNER PROVIDED IN THE PARTNERSHIP'S PARTNERSHIP AGREEMENT FOR AMENDMENTS TO THE PARTNERSHIP AGREEMENT OR, IF NO SUCH PROVISION IS MADE IN A PARTNERSHIP AGREEMENT, BY UNANIMOUS AGREEMENT OF THE PARTNERS.

(C) (1) A GENERAL PARTNER OF A LIMITED PARTNERSHIP OR A PARTNER OF A GENERAL PARTNERSHIP WHO BECOMES A MEMBER OF A LIMITED LIABILITY COMPANY AS A RESULT OF THE CONVERSION REMAINS LIABLE AS A GENERAL PARTNER OF A LIMITED PARTNERSHIP OR A PARTNER OF A GENERAL PARTNERSHIP FOR AN OBLIGATION INCURRED BY THE PARTNERSHIP BEFORE THE CONVERSION TAKES EFFECT ANY OBLIGATION OR LIABILITY OF THE PARTNERSHIP INCURRED OR ARISING BEFORE THE CONVERSION TAKES EFFECT, TO THE EXTENT THAT THE PARTNER OR GENERAL PARTNER WOULD HAVE BEEN OBLIGATED OR LIABLE IF THE CONVERSION HAD NOT OCCURRED.

(2) THE PARTNER'S OR GENERAL PARTNER'S LIABILITY FOR ALL OBLIGATIONS OR LIABILITIES OF THE LIMITED LIABILITY COMPANY INCURRED OR ARISING AFTER THE CONVERSION TAKES EFFECT IS THAT OF A MEMBER OF A LIMITED LIABILITY COMPANY, AS PROVIDED IN THIS TITLE.

4A-212.

(A) AN INDIVIDUAL CONDUCTING A BUSINESS AS A PROPRIETORSHIP MAY CONVERT THE PROPRIETORSHIP TO A LIMITED LIABILITY COMPANY BY FILING ARTICLES OF ORGANIZATION THAT MEET THE REQUIREMENTS OF § 4A-204 OF THIS SUBTITLE AND INCLUDE THE FOLLOWING:

(1) THE NAME OF THE INDIVIDUAL WHO CONDUCTS THE PROPRIETORSHIP; AND

(2) A DESCRIPTION OF THE PROPERTY COMPRISING THE BUSINESS TO BE CONDUCTED BY THE LIMITED LIABILITY COMPANY.

(B) (1) AN INDIVIDUAL WHO BECOMES A MEMBER OF A LIMITED LIABILITY COMPANY AS A RESULT OF THE CONVERSION REMAINS LIABLE FOR ANY OBLIGATION OR LIABILITY OF THE INDIVIDUAL INCURRED OR ARISING BEFORE THE CONVERSION TAKES EFFECT, TO THE EXTENT THAT THE INDIVIDUAL WOULD HAVE BEEN OBLIGATED OR LIABLE IF THE CONVERSION HAD NOT OCCURRED.