

AGENCY, PARTNERSHIP,
AND THE LLC:
THE LAW OF
UNINCORPORATED
BUSINESS ENTERPRISES

AGENCY, PARTNERSHIP,
AND THE LLC:
THE LAW OF
UNINCORPORATED
BUSINESS ENTERPRISES

Selected Statutes and Form Agreements

2014 Edition

J. DENNIS HYNES

*Nicholas A. Rosenbaum Professor of Law Emeritus
University of Colorado*

MARK J. LOEWENSTEIN

*Monfort Professor of Commercial Law
University of Colorado*



CAROLINA ACADEMIC PRESS

Durham, North Carolina

ISBN: 978-1-6304-4927-8 (Paperback)

ISBN: 978-1-6304-4928-5 (eBook)

This publication is designed to provide authoritative information in regard to the subject matter covered. It is sold with the understanding that the publisher is not engaged in rendering legal, accounting, or other professional services. If legal advice or other expert assistance is required, the services of a competent professional should be sought.

Copyright © 2014 Carolina Academic Press, LLC

All Rights Reserved

No copyright is claimed in the text of statutes, regulations, and excerpts from court opinions quoted within this work.

Carolina Academic Press
700 Kent Street
Durham, North Carolina 27701
Telephone (919) 489-7486
Fax (919) 493-5668
www.caplaws.com

Printed in the United States of America
2020 Printing

Preface

This supplement makes available the complete text of the statutes essential for a study of the law of partnership, the limited liability partnership, and the limited liability company (LLC). It includes the Uniform Limited Partnership Act (2001); earlier iterations of uniform limited partnership acts (the 1916 act and the 1976 act with 1985 amendments); and the two versions of the uniform partnership acts, the Uniform Partnership Act (1914) and the Uniform Partnership Act (1997) (“RUPA”); and the 1996 and 2006 versions of the Uniform Limited Liability Company Act (“ULLCA” and “Re-ULLCA,” respectively).

All of the comments to all of the statutes have been reproduced in their entirety, with the exception of the original Uniform Partnership Act (1914) (“UPA”) and Re-ULLCA. (The comments to UPA are reproduced in edited form, retaining the language that plays a material role in understanding UPA and its historical context without burdening the reader with the sometimes discursive quality of some of the UPA comments.) The comments to uniform acts are particularly helpful when substantial changes have been made to basic, nearly universally adopted legislation, which has happened in both the general and limited partnership areas of the law. They allow the reader to identify and trace the changes that have been made to the basic acts. Also, often the philosophy behind many of the changes is described, providing another reason for making comments available to the reader. There is no substitute, however, for first concentrating on and attempting to gain control over the statutes themselves for they, not the comments, are the primary source of law.

A sample LLC operating agreement and a sample partnership agreement usable in jurisdictions that have adopted RUPA are contained in the supplement. Also, a statutory short form power of attorney is included. The legislation underlying such powers makes available convenient, comprehensive, reliable powers of attorney for a variety of situations. Legislation enabling the use of such powers has been enacted in a number of states.

Finally, excerpts from the Restatement of Agency are included. Agency concepts play a significant role in the application and interpretation of the statutes reproduced below. This edition of the supplement includes numerous provisions from the recently adopted third edition of the Restatement.

Permission from the National Conference of Commissioners on Uniform State Laws to reprint the uniform acts and their comments; West Publishing Company and Robert Keatinge to reproduce the sample LLC agreement; Allan Donn and Professors Hillman and Weidner to reproduce the sample partnership agreement; and the American Law Institute to reprint portions of the Restatement of Agency, is gratefully acknowledged.

June 2014

J. Dennis Hynes
Mark J. Loewenstein

Table of Contents

PART ONE	PARTNERSHIP	1
Uniform Partnership Act (1914)		1
Conversion Tables for RUPA and UPA		25
Uniform Partnership Act (1997)		28
PART TWO	LIMITED PARTNERSHIP	143
Uniform Limited Partnership Act (1916)		143
Revised Uniform Limited Partnership Act (1976) with 1985 Amendments		156
Uniform Limited Partnership Act (2001)		196
PART THREE	THE LIMITED LIABILITY COMPANY	311
Uniform Limited Liability Company Act (1996)		311
Revised Uniform Limited Liability Company Act (2006)		377
ABA LLC Checklist		483
PART FOUR	SAMPLE LLC OPERATING AGREEMENT	551
Form of Limited Liability Company Operating Agreement		551
PART FIVE	SAMPLE PARTNERSHIP AGREEMENT	599
Sample General Partnership Agreement		599
PART SIX	STATUTORY SHORT FORM POWER OF ATTORNEY	621
Uniform Statutory Form Power of Attorney Act		621
PART SEVEN	SELECTED EXCERPTS FROM THE RESTATEMENT OF AGENCY	635
Restatement (Second) of Agency		635
Restatement (Third) of Agency		642

