

54-2A-201. Formation of limited partnership; certificate of limited partnership. (Effective July 1, 2009.)

A. In order for a limited partnership to be formed, a certificate of limited partnership must be delivered to the secretary of state for filing. The certificate must state:

- (1) the name of the limited partnership, which must comply with Subsections A, B, C, D, E and F of Section 108 [54-2A-108 NMSA 1978] of the Uniform Revised Limited Partnership Act;
- (2) the street and mailing address of the initial designated office and the name and street and mailing address of the initial agent for service of process;
- (3) the name and street and mailing address of each general partner;
- (4) that the limited partnership is a limited liability limited partnership; and
- (5) any additional information required by Article 11 [54-2A-1101 NMSA 1978] of the Uniform Revised Limited Partnership Act.

B. A certificate of limited partnership may also contain any other matters but may not vary or otherwise affect the provisions specified in Subsection B of Section 110 [54-2A-110 NMSA 1978] of the Uniform Revised Limited Partnership Act in a manner inconsistent with that section.

C. If there has been substantial compliance with Subsection A of this section, subject to Subsection C of Section 206 [54-2A-206 NMSA 1978] of the Uniform Revised Limited Partnership Act, a limited partnership is formed when the secretary of state files the certificate of limited partnership. The filing of a limited partnership certificate establishes that all conditions precedent to the formation of the limited partnership have been satisfied and that the limited partnership has been duly organized under the Uniform Revised Limited Partnership Act [54-2A-101 NMSA 1978].

D. Subject to Subsection B of this section, if any provision of a partnership agreement is inconsistent with the filed certificate of limited partnership or with a filed statement of dissociation, termination or filed articles of conversion or merger:

- (1) the partnership agreement prevails as to partners and transferees; and
- (2) the filed certificate of limited partnership, statement of dissociation, termination or filed articles of conversion or merger prevail as to persons, other than partners and transferees, that reasonably rely on the filed record to their detriment.