

The restrictive provisions of chapter 43.78 RCW as now or hereafter amended shall not apply to promotional printing and literature for any commission formed under this chapter.

Passed the House February 15, 1972.

Passed the Senate February 11, 1972.

Approved by the Governor February 23, 1972.

Filed in Office of Secretary of State February 24, 1972.

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CHAPTER 113  
[House Bill No. 241]  
LIMITED PARTNERSHIPS

AN ACT Relating to limited partnerships; amending section 25.08.020, chapter 15, Laws of 1955 and RCW 25.08.020; amending section 25.08.070, chapter 15, Laws of 1955 and RCW 25.08.070; amending section 25.08.090, chapter 15, Laws of 1955 and RCW 25.08.090; amending section 25.08.190, chapter 15, Laws of 1955 and RCW 25.08.190; and amending section 25.08.240, chapter 15, Laws of 1955 and RCW 25.08.240.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF WASHINGTON:

Section 1. Section 25.08.020, chapter 15, Laws of 1955 and RCW 25.08.020 are each amended to read as follows:

Two or more persons desiring to form a limited partnership shall:

(1) Sign and ((swear to))acknowledge a certificate, which shall state:

- (a) The name of the partnership;
- (b) The character of the business;
- (c) The location of the principal place of business;
- (d) The name and place of residence of each member; general and limited partners being respectively designated;
- (e) The term for which the partnership is to exist;
- (f) The amount of cash and a description of and the agreed value of the other property contributed by each limited partner;
- (g) The additional contributions, if any, agreed to be made by each limited partner and the times at which or events on the happening of which they shall be made;
- (h) The time, if agreed upon, when the contribution of each limited partner is to be returned;
- (i) The share of the profits or the other compensation by way of income which each limited partner shall receive by reason of his contribution;
- (j) The right, if given, of a limited partner to substitute an

assignee as contributor in his place and the terms and conditions of the substitution;

(k) The right, if given, of the partners to admit additional limited partners;

(l) The right, if given, of one or more of the limited partners to priority over other limited partners, as to contributions or as to compensation by way of income, and the nature of such priority;

(m) The right, if given, of the remaining general partner or partners to continue the business on the death, retirement, or insanity of a general partner; and

(n) The right, if given, of a limited partner to demand and receive property other than cash in return for his contribution; and

(o) The right, if given, of a limited partner to vote upon any of the matters described in RCW 25.08.070, as now or hereafter amended, and the vote required for election or removal of general partners, or to cause other action to be effective as to the limited partnership.

(2) File for record the certificate in the office of the county clerk of the county of the principal place of business.

A limited partnership is formed if there has been substantial compliance in good faith with the foregoing requirements.

The signing of such certificate by a limited partner may be in person or for him by an attorney in fact who may but need not be a member of the partnership, who shall acknowledge such signature as such attorney in fact.

Sec. 2. Section 25.08.070, chapter 15, Laws of 1955 and RCW 25.08.070 are each amended to read as follows:

(1) A limited partner shall not become liable as a general partner unless, in addition to the exercise of his rights and powers as limited partner, he takes part in the control of the business.

(2) A limited partner shall not be deemed to take part in the control of the business by virtue of his possessing or exercising a power, specified in the certificate, to vote upon matters affecting the basic structure of the partnership, including the following matters or others of a similar nature:

(a) Election, removal, or substitution of general partners, including, but not limited to, transfer of a majority of the voting stock of a corporate general partner.

(b) Termination of the partnership.

(c) Amendment of the partnership agreement.

(d) Sale of all or substantially all of the assets of the partnership.

(3) The statement of powers set forth in subsection (2) of this section shall not be construed as exclusive or as indicating

that any other powers possessed or exercised by a limited partner shall be sufficient to cause such limited partner to be deemed to take part in the control of the business within the meaning of subsection (1) of this section.

Sec. 3. Section 25.08.090, chapter 15, Laws of 1955 and RCW 25.08.090 are each amended to read as follows:

A general partner shall have all the rights and powers and be subject to all the restrictions and liabilities of a partner in a partnership without limited partners, except that without the written consent or ratification of the specific act by all the limited partners, a general partner or all of the general partners have no authority to:

- (1) Do any act in contravention of the certificate;
- (2) Do any act which would make it impossible to carry on the ordinary business of the partnership;
- (3) Confess a judgment against the partnership;
- (4) Possess partnership property, or assign their rights in specific partnership property, for other than a partnership purpose;
- (5) Admit a person as a general partner;
- (6) Admit a person as a limited partner, unless the right so to do is given in the certificate;
- (7) Continue the business with partnership property on the death, retirement, or insanity of a general partner, unless the right so to do is given in the certificate.

In the event of the removal or failure of reelection of a general partner, pursuant to the vote of the limited partners in accordance with the certificate, such general partner shall cease to be liable as such upon the filing of an amended certificate of limited partnership as provided in RCW 25.08.240, as now or hereafter amended.

Sec. 4. Section 25.08.190, chapter 15, Laws of 1955 and RCW 25.08.190 are each amended to read as follows:

- (1) A limited partner's interest is assignable.
- (2) A substituted limited partner is a person admitted to all the rights of a limited partner who has died or has assigned his interest in a partnership.
- (3) An assignee, who does not become a substituted limited partner, has no right to require any information or account of the partnership transactions ((or)), to inspect the partnership books, or to vote on any of the matters as to which a limited partner would be entitled to vote pursuant to the provisions of RCW 25.08.070, as now or hereafter amended, and the certificate of limited partnership; he is only entitled to receive the share of the profits or other compensation by way of income, or the return of his contribution, to which his assignor would otherwise be entitled.

(4) An assignee shall have the right to become a substituted limited partner if all the members (except the assignor) consent thereto or if the assignor, being thereunto empowered by the certificate, gives the assignee that right.

(5) An assignee becomes a substituted limited partner when the certificate is appropriately amended in accordance with RCW 25.08.250.

(6) The substituted limited partner has all the rights and powers, and is subject to all the restrictions and liabilities of his assignor, except those liabilities of which he was ignorant at the time he became a limited partner and which could not be ascertained from the certificate.

(7) The substitution of the assignee as a limited partner does not release the assignor from liability to the partnership under RCW 25.08.060 and 25.08.170.

Sec. 5. Section 25.08.240, chapter 15, Laws of 1955 and RCW 25.08.240 are each amended to read as follows:

(1) The certificate shall be canceled when the partnership is dissolved or all limited partners cease to be such.

(2) A certificate shall be amended when:

(a) There is a change in the name of the partnership or in the amount or character of the contribution ~~((of))~~ made, or to be made, by any limited partner;

(b) A person is substituted as a limited partner;

(c) An additional limited partner is admitted;

(d) A person is admitted as a general partner;

(e) A general partner retires, dies, or becomes insane, and the business is continued under RCW 25.08.200;

(f) There is a change in the character of the business of the partnership;

(g) There is a false or erroneous statement in the certificate;

(h) There is a change in the time as stated in the certificate for the dissolution of the partnership or for the return of a contribution;

(i) A time is fixed for the dissolution of the partnership, or the return of a contribution, no time having been specified in the certificate; ~~((or))~~

(j) There is a change in the right to vote upon any of the matters described in RCW 25.08.070, as now or hereafter amended; or

(k) The members desire to make a change in any other statement in the certificate in order that it may accurately represent the agreement between them.

Passed the House February 15, 1972.

Passed the Senate February 11, 1972.

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CHAPTER 114

[House Bill No. 289]

PROPERTY TAKEN OR WITHHELD--DOGNAPPING--  
STOLEN GOODS HELD BY PAWNBROKER OR SECONDHAND DEALER

AN ACT Relating to the taking or withholding of property; creating two new sections; and prescribing penalties.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF WASHINGTON:

NEW SECTION. Section 1. Any person who, with intent to deprive or defraud the owner thereof:

(1) Takes, leads away, confines, secrets or converts any dog;  
or

(2) Conceals the identity of any dog or its owner by obscuring or removing from the dog any collar, tag, license, tattoo or other identifying device or mark; or

(3) Wilfully kills or injures any dog, unless excused by law, shall be guilty of a gross misdemeanor and shall be punished by imprisonment in the county jail for not more than one year or by a fine of not more than one thousand dollars, or both such fine and imprisonment.

NEW SECTION. Sec. 2. There is added to chapter 19.60 RCW a new section to read as follows:

Whenever the owner of stolen goods locates said stolen goods in the possession of a pawnbroker or secondhand dealer, and is forced to bring an action for replevin to recover possession thereof, the owner shall be entitled to reasonable attorney fees and costs in connection with said replevin action.

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