

488.102 Definitions.

As used in this chapter, unless the context otherwise requires:

1. “*Certificate of limited partnership*” means the certificate required by section 488.201. The term includes the certificate as amended or restated.
2. “*Contribution*”, except in the phrase “*right of contribution*”, means any benefit provided by a person to a limited partnership in order to become a partner or in the person’s capacity as a partner.
3. “*Debtor in bankruptcy*” means a person that is the subject of either of the following:
 - a. An order for relief under Tit. 11 of the United States Code or a comparable order under a successor statute of general application.
 - b. A comparable order under federal, state, or foreign law governing insolvency.
4. “*Deliver*”, “*delivery*”, or “*delivered*” means any method of delivery used in conventional commercial practice, including delivery in person, by mail, commercial delivery, and electronic transmission.
5. “*Designated office*” means:
 - a. With respect to a limited partnership, the office that the limited partnership is required to designate and maintain under section 488.114.
 - b. With respect to a foreign limited partnership, its principal office.
6. “*Distribution*” means a transfer of money or other property from a limited partnership to a partner in the partner’s capacity as a partner or to a transferee on account of a transferable interest owned by the transferee.
7. “*Electronic transmission*” or “*electronically transmitted*” means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient.
8. “*Foreign limited liability limited partnership*” means a foreign limited partnership whose general partners have limited liability for the obligations of the foreign limited partnership under a provision similar to section 488.404, subsection 3.
9. “*Foreign limited partnership*” means a partnership formed under the laws of a jurisdiction other than Iowa and required by those laws to have one or more general partners and one or more limited partners. The term includes a foreign limited liability limited partnership.
10. “*General partner*” means:
 - a. With respect to a limited partnership, a person that is either of the following:
 - (1) A person that becomes a general partner under section 488.401.
 - (2) A person that was a general partner in a limited partnership when the limited partnership became subject to this chapter under section 488.1204, subsection 1 or 2.
 - b. With respect to a foreign limited partnership, a person that has rights, powers, and obligations similar to those of a general partner in a limited partnership.
11. “*Limited liability limited partnership*”, except in the phrase “*foreign limited liability limited partnership*”, means a limited partnership whose certificate of limited partnership states that the limited partnership is a limited liability limited partnership.
12. “*Limited partner*” means:
 - a. With respect to a limited partnership, a person that is either of the following:
 - (1) A person that becomes a limited partner under section 488.301.
 - (2) A person that was a limited partner in a limited partnership when the limited partnership became subject to this chapter under section 488.1204, subsection 1 or 2.
 - b. With respect to a foreign limited partnership, a person that has rights, powers, and obligations similar to those of a limited partner in a limited partnership.
13. “*Limited partnership*”, except in the phrases “*foreign limited partnership*” and “*foreign limited liability limited partnership*”, means an entity, having one or more general partners and one or more limited partners, which is formed under this chapter by two or more persons or becomes subject to this chapter under article 11 or section 488.1204, subsection 1 or 2. The term includes a limited liability limited partnership.
14. “*Partner*” means a limited partner or general partner.
15. “*Partnership agreement*” means the partners’ agreement, whether oral, implied, in a

record, or in any combination, concerning the limited partnership. The term includes the agreement as amended.

16. “*Person*” means an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, or government; governmental subdivision, agency, or instrumentality; public corporation; or any other legal or commercial entity.

17. “*Person dissociated as a general partner*” means a person dissociated as a general partner of a limited partnership.

18. “*Principal office*” means the office where the principal executive office of a limited partnership or foreign limited partnership is located, whether or not the office is located in this state.

19. “*Record*” means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

20. “*Required information*” means the information that a limited partnership is required to maintain under section 488.111.

21. “*Sign*” means either of the following:

- a. To execute or adopt a tangible symbol with the present intent to authenticate a record.
- b. To attach or logically associate an electronic symbol, sound, or process to or with a record with the present intent to authenticate the record.

22. “*State*” means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States.

23. “*Transfer*” includes an assignment, conveyance, deed, bill of sale, lease, mortgage, security interest, encumbrance, gift, and transfer by operation of law.

24. “*Transferable interest*” means a partner’s right to receive distributions.

25. “*Transferee*” means a person to which all or part of a transferable interest has been transferred, whether or not the transferor is a partner.

2004 Acts, ch 1021, §2, 118; 2004 Acts, ch 1175, §373 – 375; 2010 Acts, ch 1061, §180

Referred to in §9H.1, 10B.1