

486A.1001 Statement of qualification.

1. A partnership may become a limited liability partnership pursuant to [this section](#).
2. The terms and conditions on which a partnership becomes a limited liability partnership must be approved by the vote necessary to amend the partnership agreement except, in the case of a partnership agreement that expressly considers obligations to contribute to the partnership, by the vote necessary to amend those provisions.
3. After the approval required by [subsection 2](#), a partnership may become a limited liability partnership by filing a statement of qualification. The statement must contain all of the following:
 - a. The name of the partnership.
 - b. The street address of the partnership's chief executive office and, if different, the street address of an office in this state, if any.
 - c. The address of a registered office and the name and address of a registered agent for service of process in this state, which the partnership is required to maintain as provided in [section 486A.1211](#).
 - d. A statement that the partnership elects to be a limited liability partnership.
 - e. A deferred effective date, if any.
4. The statement shall be executed by one or more partners authorized to execute the statement on behalf of the partnership.
5. The status of a partnership as a limited liability partnership is effective on the later of the filing of the statement or a date specified in the statement. The status remains effective, regardless of changes in the partnership, until the statement is canceled pursuant to [section 486A.105, subsection 4](#).
6. The status of a partnership as a limited liability partnership and the liability of its partners is not affected by errors or later changes in the information required to be contained in the statement of qualification under [subsection 3](#).
7. The filing of a statement of qualification establishes that a partnership has satisfied all conditions precedent to the qualification of the partnership as a limited liability partnership.
8. An amendment or cancellation of a statement of qualification is effective when it is filed or on a deferred effective date specified in the amendment or cancellation.

[98 Acts, ch 1201, §53, 79, 82](#)

Referred to in [§486A.101](#), [486A.201](#), [486A.306](#), [486A.1211](#), [488.108](#), [490.401](#), [504.401](#), [504.403](#)