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July 22, 1982

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ARIZONA ATTORNEY GENERAL

The Honorable Larry Hawke
Arizona State Representative
State Capitol, House Wing
Phoenix, AZ 85007

Re: 182- 077 (R82-108)

Dear Representative Hawke:

We are writing in response to your letter of July 10, 1982, in which you asked whether the filing requirements of the newly-enacted Uniform Limited Partnership Act, (the Act)¹ apply to existing limited partnerships. The Act, which establishes a comprehensive set of procedures and rights governing limited partnerships, is silent with respect to whether limited partnerships currently in existence are required to comply with the new filing procedures set forth in Article 2 of the Act, A.R.S. §§ 29-308 through 29-316.

Article 2 of the Act establishes the steps that must be taken to form a limited partnership. The article does not specify that the provisions shall apply to existing limited partnerships, nor does it indicate a legislative intent to impair the legal status of existing limited partnerships that do not comply with filing requirements. Because the statute is silent on the applicability issue, we must resort to principles of statutory construction to ascertain legislative intent. Greyhound Parks of Ariz. v. Wartman, 105 Ariz. 374, 464 P.2d 966 (1970). Generally, a statute will be construed to give it a fair and sensible meaning. Robinson v. Lentz, 101 Ariz. 440, 420 P.2d 923 (1966). The construction may be based on an

1. The Act has been codified as Ch. 192, 1982 Ariz. Sess. Laws (2nd Reg. Sess.). It becomes effective on July 24, 1982.

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evaluation of the subject matter, and effects and consequences of the law. See Westinghouse Elec. Corp. v. Rhodes, 97 Ariz. 81, 397 P.2d 61 (1964).

We think that if the Legislature had intended to impose the Article 2 requirements upon existing limited partnerships, it would have stated so specifically. For example, the imposition of filing requirements on existing limited partnerships would impair the validity of those partnerships unable to obtain all necessary signatures for filing in the short time frame prior to the effective date of the legislation. In the absence of a clear legislative directive to apply the new law to existing partnerships, we think the Article 2 requirements are not applicable to limited partnerships in existence before the effective date of the legislation.

Although we conclude that existing limited partnerships are not required to comply with the Article 2 filing provisions, we note that other issues with respect to the conduct of business by existing limited partnerships are not addressed in the legislation and are not appropriate for resolution by this office. We recommend legislative action as soon as practicable.

Sincerely,



BOB CORBIN
Attorney General

BC:LPS:lm