

STATEMENT OF APPOINTMENT OF ATTORNEY

OF

OXFORD RESOURCES GROUP A  
(A New York Limited Partnership)

To the Secretary of State  
of the State of Rhode Island

RECEIVED & FILED MAR 9 - 1983

Pursuant to the provisions of Section 9-5-29 of the General Laws, 1956, as amended, the undersigned Limited Partnership, organized under the laws of the State of New York, submits the following statement for the purpose of appointing its attorney in the State of Rhode Island:

FIRST: The name of the Limited Partnership is OXFORD RESOURCES GROUP A.

SECOND: Said Limited Partnership hereby appoints UNITED STATES CORPORATION COMPANY, a Rhode Island corporation, as its attorney with authority to accept service of process against said Limited Partnership.

THIRD: The address of the registered agent is 101 Dyer Street, Suite 3-A, Providence, R.I. 02903.

FOURTH: Said Limited Partnership agrees that service of any lawful process in this state on such attorney shall be of the same force and validity as service on it; provided further, that in the case of garnishment when the fees therefor shall have been paid or tendered, such attorney may make the affidavit required by law in such cases.

Dated: February 15, 1983

OXFORD RESOURCES GROUP A

By: OXFORD RESOURCES GROUP A, INC.,  
its General Partner

By Gary Levine V.P.  
Gary Levine, Vice President

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NASSAU )

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At 175 Crossways Park West in said county on this 26 day of February, 1983, personally appeared before me Gary Levine, who, being by me first duly sworn, declared that he is the Vice President of OXFORD RESOURCES GROUP A, INC., the general partner of OXFORD RESOURCES GROUP A, a New York Limited Partnership, that he signed the foregoing document as Vice President of said corporation, and that the statements therein contained are true.

(SEAL)

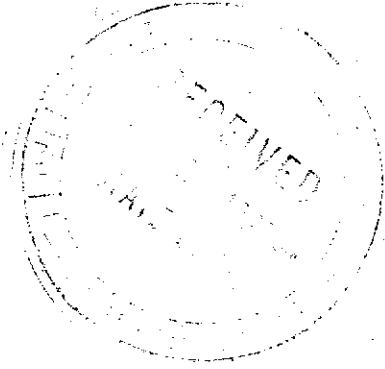
JUDY E. CERVONE  
NOTARY PUBLIC, State of New York  
No. 1703304  
Qualified in Nassau County  
Commission Expires March 20, 1984

Judy E. Cervone  
Notary Public

*cf/see*

*copy*

*F.C.*  
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*9/2/79*



STATE OF RHODE ISLAND & PROVIDENCE PLANTATIONS  
DEPARTMENT OF THE ATTORNEY GENERAL  
PROVIDENCE COUNTY COURT HOUSE  
PROVIDENCE

DENNIS J. ROBERTS II  
ATTORNEY GENERAL

August 30, 1979

The Honorable Robert F. Burns  
Secretary of State  
Office of Secretary of State  
State House  
Providence, Rhode Island

Dear Mr. Burns:

This is in response to your request for an opinion as to whether the Office of the Secretary of State may accept for filing or qualification to engage in business in this State, agreements or certificates evidencing foreign limited partnerships; and whether acceptance of such filings or qualification of such foreign limited partnerships subjects such partnerships to the provisions of the Uniform Limited Partnership Act (the "Act"), Title 7, Chapter 13.

The Act was adopted so as to define with specificity the rights and obligations of general and limited partners of limited partnerships organized pursuant to its provisions. A certificate together with the statutory filing fee disclosing pertinent information must be filed, Sections 7-13-3, 7-13-31. Once such a certificate is filed, the limited partnership becomes subject to a variety of rules relating to the contributions of a limited partner, use of a limited partner's name in business; liability for a false statement in a certificate; admission of additional limited partners and numerous other legal characteristics occasioned by the filing. The Act provides for amendment or cancellation of the certificate and the procedure for such changes.

The Honorable Robert F. Burns

August 30, 1979

Despite the detailed provisions of the Act, there is no indication that the provisions of the Act are intended to apply to foreign limited partnerships or to any limited partnerships formed in this State which have not complied with the provisions of the Act. This is a uniform Act, and it has been adopted by the majority of states. The Act expressly provides that it is to be "so interpreted and construed as to effect its general purpose to make uniform the law of those states which enact it", Section 7-13-28 (2).

The question that you present for determination is whether the office of Secretary of State may accept for filing certificates evidencing foreign limited partnerships (without statutory authorization) and whether the provisions of the Act become applicable to foreign limited partnerships upon the acceptance of filings by the Secretary of State.

As indicated supra, there is no provision for filing certificates by foreign limited partnerships. It would appear that the Act contemplates similar statutes in other States, Section 7-13-28 (2), but the Act does not provide for any registration of such limited partnerships organized under the laws of another State. It is, therefore, reasonable to conclude that any filing by a foreign limited partnership is a nullity in so far as compliance with the Act is concerned.

Generally, the law governing limited partnerships is that of the jurisdiction under whose laws the partnership was organized and where the partnership agreement was made, 68 C.J.S. Partnership § 451. However, this office regards it as inappropriate to offer any opinion as to the legal aspects of a foreign limited partnership engaged in litigation in this State since the Act does not address this question. Nothing herein is to be construed so as to negate the responsibility of a foreign limited partnership doing business in this State, to file in the Office of Secretary of State a written power appointing a resident agent in this State for the service of process, Section 9-5-29.

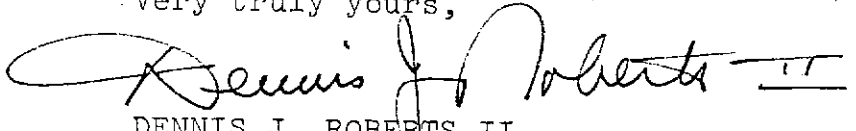
Accordingly, it is the opinion of this office that the Secretary of State is not required to receive for filing a certificate of a limited partnership organized under the law

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of another state, and that such filing, if permitted, does not subject such limited partnership to the provisions of the State Uniform Limited Partnership Act.

Very truly yours,



DENNIS J. ROBERTS II  
Attorney General

DJR/gaj