

§1322. Amendment or restatement of certificate

1. Amendment of certificate. In order to amend its certificate of limited partnership, a limited partnership must deliver to the Secretary of State for filing an amendment or, pursuant to subchapter 11, articles of merger stating:

A. The name of the limited partnership; [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. The date of filing of its initial certificate; and [PL 2005, c. 543, Pt. C, §2 (NEW).]

C. The changes the amendment makes to the certificate as most recently amended or restated. [PL 2005, c. 543, Pt. C, §2 (NEW).]
[PL 2005, c. 543, Pt. C, §2 (NEW).]

2. Changes requiring prompt delivery of amendment. A limited partnership shall promptly deliver to the Secretary of State for filing an amendment to a certificate of limited partnership to reflect:

A. The admission of a new general partner; [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. The dissociation of a person as a general partner; [PL 2005, c. 543, Pt. C, §2 (NEW).]

C. The appointment of a person to wind up the limited partnership's activities under section 1393, subsection 3 or 4; [PL 2007, c. 323, Pt. F, §9 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

D. The change in name or street address of one or more of its general partners; or [PL 2007, c. 323, Pt. F, §10 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

E. A change in the registered agent except as provided in Title 5, section 109 or 110 for a change in the current name, address or identity of the registered agent or as provided in Title 5, section 111 for the resignation of the registered agent. [PL 2007, c. 323, Pt. F, §11 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]
[PL 2007, c. 323, Pt. F, §§9-11 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

3. Responsibility of general partner. A general partner that knows that any information in a filed certificate of limited partnership was false when the certificate was filed or has become false due to changed circumstances shall promptly:

A. Cause the certificate to be amended; or [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. If appropriate, deliver to the Secretary of State for filing a statement of correction pursuant to section 1327. [PL 2007, c. 323, Pt. F, §12 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]
[PL 2007, c. 323, Pt. F, §12 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

4. Amendment at any time. A certificate of limited partnership may be amended at any time for any other proper purpose as determined by the limited partnership.
[PL 2005, c. 543, Pt. C, §2 (NEW).]

5. Delivery of restated certificate. A restated certificate of limited partnership may be delivered to the Secretary of State for filing in the same manner as an amendment.
[PL 2005, c. 543, Pt. C, §2 (NEW).]

6. Effective when filed. Subject to section 1326, subsection 3, an amendment or restated certificate is effective when filed by the Secretary of State.
[PL 2005, c. 543, Pt. C, §2 (NEW).]

SECTION HISTORY

PL 2005, c. 543, §C2 (NEW). PL 2007, c. 323, Pt. F, §§9-12 (AMD). PL 2007, c. 323, Pt. G, §4 (AFF).

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