MICHIGAN REVISED UNIFORM LIMITED PARTNERSHIP ACT

Act 213 of 1982

AN ACT to authorize the formation of limited partnerships; to define the rights and liabilities of the partners, the relation of partners to each other, and to persons dealing with limited partnerships; to provide for the dissolution and winding up of limited partnerships; to provide for registration of foreign limited partnerships; to provide certain causes of action; to impose certain duties on certain state departments; to make uniform the law relating to limited partnerships; and to repeal certain acts and parts of acts.

History: 1982, Act 213, Eff. Jan. 1, 1983

The People of the State of Michigan enact:

Article 1

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449.1101 Definitions.

Sec. 101.

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

(1) "Administrator" means the chief officer of the Michigan department of commerce or his or her designated representative.

(2) "Certificate of limited partnership" means the certificate, and the certificate as amended or restated, referred to in section 201.

(3) "Contribution" means any cash, property, services rendered, or a promissory note or other binding obligation to contribute cash or property or to perform services, which a partner contributes to a limited partnership in the capacity of a partner.

(4) "Event of withdrawal of a general partner" means an event that causes a person to cease to be a general partner as provided in section 402.

(5) "Foreign limited partnership" means a partnership formed under the laws of any state other than this state and having as partners 1 or more general partners and 1 or more limited partners.

(6) "General partner" means a person who has been admitted to a limited partnership as a general partner in accordance with the partnership agreement and named in the certificate of limited partnership as a general partner.

(7) "Limited partner" means a person who has been admitted to a limited partnership as a limited partner in accordance with the partnership agreement and named in the certificate of limited partnership as a limited partner.

(8) "Limited partnership" and "domestic limited partnership" means a partnership formed by 2 or more persons under the laws of this state and having 1 or more general partners and 1 or more limited partners.

(9) "Partner" means a limited or general partner.

(10) "Partnership agreement" means any valid agreement, written or oral, of the partners as to the affairs of a limited partnership and the conduct of its business.

(11) "Partnership interest" means a partner's share of the profits and losses of a limited partnership and the right to receive distributions of partnership assets.

(12) "Person" means a natural person, partnership, domestic or foreign limited partnership, trust, estate, association, or corporation, or any other legal entity.

(13) "State" means a state, territory, or possession of the United States, the District of Columbia, or the Commonwealth of Puerto Rico.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1102 Name of limited partnership; requirements and restrictions.

Sec. 102.

The name of each limited partnership as set forth in its certificate of limited partnership:

(1) Shall contain without abbreviation the words "limited partnership".

(2) May not contain the name of a limited partner unless: (i) the name is also the name of a general partner or the corporate name of a corporate general partner, or (ii) the business of the limited partnership had been carried on under that name before the admission of that limited partner.

(3) May not contain any word or phrase indicating or implying that it is organized other than for a purpose stated in its certificate of limited partnership.

(4) Shall be such as to distinguish it upon the records in the office of the administrator from (i) the name of each other domestic limited partnership, (ii) the name of each foreign limited partnership authorized to transact business in this state and the name under which each such foreign limited partnership has registered in this state, (iii) each name currently reserved under section 103 or assumed under section 104, (iv) the name of each domestic corporation and each foreign corporation authorized to transact business in this state, and (v) each corporate name currently reserved or registered under the business corporation act, Act No. 284 of the Public Acts of 1972, as amended, being sections 450.1101 to 450.2099 of the Michigan Compiled Laws, or a predecessor act and each corporate name assumed under section 217 of the business corporation act, Act No. 284 of the Public Acts of 1972, as amended, being section 450.1217 of the Michigan Compiled Laws.

(5) May not contain the words "corporation" or "incorporated" or any abbreviation or derivative thereof.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1103 Name of limited partnership; reservation of exclusive right to use; application; time period; expiration; extension; transfer of right.

Sec. 103.

(a) The exclusive right to the use of a name may be reserved by any of the following:

(1) Any person intending to organize a limited partnership under this act and to adopt that name.

(2) Any domestic limited partnership or any foreign limited partnership registered in this state, which, in either case, intends to adopt that name.

(3) Any foreign limited partnership intending to register in this state and adopt that name.

(4) Any person intending to organize a foreign limited partnership and intending to have the partnership registered in this state and adopt that name.

(b) The reservation shall be made by filing with the administrator an application, executed by the applicant, to reserve a specified name. If the administrator finds that the name is available for use by a domestic or foreign limited partnership, and all filing fees required by law have been paid, he or she shall reserve the name for the exclusive use of the applicant for a period expiring at the end of the fourth full calendar month following the month in which the application was filed. The administrator, for good cause shown, may extend the reservation for periods of not more than 2 calendar months each. Not more than 2 extensions shall be granted. The right to the exclusive use of a reserved name may be transferred to any other person by filing in the office of the administrator a notice of the transfer, executed by the applicant for whom the name was reserved and specifying the name and address of the transferee.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1104 Transacting business under assumed name; certificate.

Sec. 104.

(a) A domestic limited partnership may transact its business under any assumed name or names other than its name as set forth in its certificate of limited partnership and a foreign limited partnership may transact its business under any assumed name or names other than the name under which it has registered in this state if not precluded from use by section 102(2), (3), (4), or (5), and the same name may be assumed by 2 or more domestic or foreign limited partnerships participating together in any partnership or joint venture by filing with the administrator a certificate stating the name as set forth in the certificate of limited partnership, in the case of a domestic limited

partnership, or under which it has registered in this state, in the case of a foreign limited partnership, and the assumed name under which the business is to be transacted. Such certificate shall be effective for a period expiring on December 31 of the fifth full calendar year following the year in which it was filed, unless sooner terminated by the filing with the administrator of a certificate of termination of assumed name or by the dissolution and the commencement of winding up of a domestic or foreign limited partnership or the filing with the administrator of a certificate of cancellation of registration of a foreign limited partnership. It may be extended for additional consecutive periods of 5 full calendar years each by the filing with the administrator of similar certificates not earlier than 90 days preceding the expiration of any such period. The administrator shall notify the limited partnership of the impending expiration of the certificate of assumed name no later than 90 days before the initial or subsequent 5-year period will expire. This section does not create substantive rights to the use of a particular assumed name.

(b) Each certificate filed pursuant to section 104(a) shall be executed by at least 1 general partner.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1105 Maintenance of office and agent for service of process; resignation of agent; appointment of successor.

Sec. 105.

(a) Each limited partnership shall continuously maintain in this state both of the following:

(1) An office, which may be but need not be a place of its business in this state, at which shall be kept the records required by section 106 to be maintained.

(2) An agent for service of process on the limited partnership, which agent must be an individual resident of this state, a domestic corporation, or a foreign corporation authorized to do business in this state.

(b) An agent for service of process on a domestic or foreign limited partnership may resign by filing a written notice thereof with a general partner of such domestic or foreign limited partnership and with the administrator. The general partners shall promptly appoint a successor agent and shall promptly cause the certificate of limited partnership to be amended, in the case of a domestic limited partnership, or a certificate pursuant to section 905 to be filed, in the case of a foreign limited partnership, to reflect such appointment. The appointment of the resigning agent terminates upon the (i) appointment of a successor and the filing of a certificate of amendment or restated certificate of limited partnership, in the case of a domestic limited partnership, or a certificate pursuant to section 905, in the case of a foreign limited partnership, reflecting such appointment, or (ii) expiration of 30 days after receipt of the notice by the administrator, whichever first occurs.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1106 Records required to be kept at office; inspection and copying by partner or representative.

Sec. 106.

Each limited partnership shall keep at the office referred to in section 105(a)(1) all of the following: (1) a current list of the full name and last known business or residence address of each partner, specifying separately the general partners and limited partners and set forth in alphabetical order within each category; (2) a copy of the certificate of limited partnership and all certificates of amendment to that certificate, restated certificates of limited partnership and certificates filed pursuant to section 104(a), together with executed copies of any powers of attorney pursuant to which any certificate has been executed; (3) copies of the limited partnership's federal, state, and local income tax returns and reports, if any, for the 3 most recent years; and (4) copies of any then effective written partnership agreements and of any financial statements of the limited partnership for the 3 most recent years. Records required to be kept by this section are subject to inspection and copying by any partner or his or her designated representative during ordinary business hours, at the reasonable request and at the expense of such partner.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1107 Business which may be carried on.

Sec. 107.

A limited partnership may carry on any business that a partnership without limited partners may carry on except as otherwise provided by law.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1108 Loans by partner and other transactions with limited partnership; rights and obligations.

Sec. 108.

Except as provided in the partnership agreement, a partner may lend money to and transact other business with the limited partnership and, subject to other applicable law, has the same rights and obligations with respect to the limited partnership as a person who is not a partner.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1109 Agreement to pay interest in excess of legal rate; defense of usury prohibited.

Sec. 109.

A domestic or foreign limited partnership, whether or not formed at the request of a lender, may by agreement in writing, and not otherwise, agree to pay a rate of interest in excess of the legal rate, and in such case the defense of usury is prohibited. This section shall not be construed as allowing a domestic or foreign limited partnership to pay a rate of interest in excess of the rate set forth in Act No. 259 of the Public Acts of 1968, being sections 438.41 and 438.42 of the Michigan Compiled Laws.

History: 1982, Act 213, Eff. Jan. 1, 1983

Article 2

449.1201 Formation; certificate of limited partnership; contents; date of formation.

Sec. 201.

(a) In order to form a limited partnership 2 or more persons shall execute a certificate of limited partnership. The certificate shall be filed in the office of the administrator and set forth all of the following:

(1) The name of the limited partnership.

(2) The general character of its business.

(3) The address of the office and the name and address of the agent for service of process required to be maintained by section 105(a).

(4) The name and the business or residence address of each partner, specifying separately the general partners and limited partners.

(5) The amount of cash and a description and statement of the agreed value of the other property or services contributed by each limited partner and which each limited partner has agreed to contribute in the future.

(6) The times at which or events on the happening of which any additional contributions agreed to be made by each limited partner are to be made.

(7) Any power of a limited partner to grant the right to become a limited partner to an assignee of any part of his or her partnership interest, and the terms and conditions of the power.

(8) If agreed upon, the time at which or the events on the happening of which a partner may terminate his or her membership in the limited partnership and, in the case of a limited partner, the amount of, or the method of determining, the distribution to which such limited partner may be entitled respecting his or her partnership interest, and the terms and conditions of the termination and distribution.

(9) Any right of a limited partner to receive distributions of property, including cash from the limited partnership.

(10) Any right of a limited partner to receive, or of a general partner to make to a limited partner, distributions which include a return of all or any part of the limited partner's contribution.

(11) Any time at which or events upon the happening of which the limited partnership is to be dissolved and its affairs wound up.

(12) Any right of the remaining general partners to continue the business on the happening of an event of withdrawal of a general partner.

(13) Any other matters the partners determine to include in the certificate of limited partnership.

(b) A limited partnership is formed on the effective date of the certificate of limited partnership as provided in section 206.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1202 Certificate of limited partnership; amendment; contents of certificate of amendment; events necessitating amendment; liability; restated certificate of limited partnership; effective date of amendment.

Sec. 202.

(a) A certificate of limited partnership is amended by filing a certificate of amendment to the certificate of limited partnership in the office of the administrator. The certificate of amendment shall set forth all of the following:

(1) The name of the limited partnership.

(2) The date of filing of its original certificate of limited partnership.

(3) The amendment or amendments to the certificate of limited partnership.

(b) Within 60 days after the happening of any of the following events, an amendment to a certificate of limited partnership reflecting the occurrence of the event or events shall be filed:

(1) A change in the amount or character of the contribution of any limited partner, or in any limited partner's obligation to make a contribution.

(2) The admission of a new partner.

(3) The withdrawal of a partner.

(4) The continuation of the business under section 801 after an event of withdrawal of a general partner.

(c) A general partner who becomes aware that any statement in a certificate of limited partnership was false when made or that any arrangements or other facts described have changed, making the certificate inaccurate in any respect, shall promptly amend the certificate. However, an amendment to show a change of address of a limited partner need be filed only once every 12 months.

(d) A certificate of limited partnership may be amended at any time for any other proper purpose the general partners determine.

(e) No person has any liability because an amendment to a certificate of limited partnership has not been filed to reflect the occurrence of any event referred to in subsection (b) if the amendment is filed within the 60-day period specified in subsection (b).

(f) The provisions of a limited partnership's certificate of limited partnership which are then in effect and operative, as theretofore amended, may be integrated into a single instrument, and at the same time its certificate of limited partnership may also be further amended by the execution and filing of a restated certificate of limited partnership. An amendment effected in connection with the restatement and integration of the certificate of limited partnership is subject to any other provision of this act, not inconsistent with this subsection, which would apply if a certificate of amendment were filed to effect such amendment. A restated certificate of limited partnership shall be specifically designated as such in the heading thereof and shall state, either in the heading or in an introductory paragraph, the limited partnership's present name, and, if it has been changed, all of its former names and the date of filing of its original certificate of limited partnership.

(g) The certificate of limited partnership is amended on the effective date of the certificate of amendment or

restated certificate of limited partnership effecting an amendment as provided in section 206.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1203 Certificate of limited partnership; cancellation; contents of certificate of cancellation; effective date of cancellation.

Sec. 203.

(a) A certificate of limited partnership shall be canceled upon the dissolution and the commencement of winding up of the partnership or at any other time there are no limited partners. A certificate of cancellation shall be filed in the office of the administrator and shall set forth all of the following:

(1) The name of the limited partnership.

(2) The date of filing of its original certificate of limited partnership.

(3) The reason for filing the certificate of cancellation.

(4) Any other information the general partners filing the certificate determine.

(b) The certificate of limited partnership is canceled on the effective date of the certificate of cancellation as provided in section 206.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1204 Manner of executing certificates.

Sec. 204.

(a) Each certificate required by this article to be filed in the office of the administrator shall be executed in the following manner:

(1) An original certificate of limited partnership shall be signed by all partners named in the certificate.

(2) A certificate of amendment or a restated certificate of limited partnership shall be signed by at least 1 general partner and by each other partner designated in the certificate as a new partner or whose contribution is described as having been increased.

(3) A certificate of cancellation shall be signed by at least 1 general partner.

(b) Any person may sign any certificate required or permitted to be filed under this act by an attorney in fact.

(c) The execution of a certificate by a general partner constitutes an affirmation under the penalties of perjury that the facts stated in the certificate are true.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1205 Failure to execute certificate; circuit court proceedings; court-ordered certificate; assessment of court costs and attorney fees; effective date of court-ordered amendment or cancellation.

Sec. 205.

If a person required by section 204 to execute a certificate of amendment, a restated certificate of limited partnership, or a certificate of cancellation fails or refuses to do so, any other partner, and any assignee of a partnership interest, who is adversely affected by the failure or refusal, may petition the circuit court of the county in which the office referred to in section 105(a)(1) is located to direct the amendment, restatement, or cancellation. If the court finds that the amendment, restatement, or cancellation is proper and that any person so designated has failed or refused to execute the certificate, it shall order the administrator to record an appropriate certificate of amendment, restated certificate of limited partnership, or certificate of cancellation, and the court may require the

person who has failed or refused to execute the certificate to pay to the petitioner the reasonable expenses, including court costs and fees of attorneys, incurred by him or her with respect to the proceedings. The certificate of limited partnership is amended on the effective date of the certificate of amendment or restated certificate of limited partnership effecting an amendment, and the certificate of limited partnership is canceled on the effective date of the certificate of cancellation, as provided in section 206.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1206 Documents; filing; submission; delivery; endorsement; return of copy or original; public inspection; records or files; effective date of documents; forms; fees.

Sec. 206.

(1) A document required or permitted to be filed under this act shall be submitted by delivering the document to the administrator together with the fees and accompanying documents required by law. A person who executes a certificate as an attorney in fact, agent, or fiduciary is not required to provide evidence of his or her authority as a prerequisite to filing. The administrator may establish a procedure for accepting delivery of a document submitted under this subsection by facsimile or other electronic transmission. However, by December 31, 2006, the administrator shall establish a procedure for accepting delivery of a document filed under this subsection by electronic mail or over the Internet. Beginning January 1, 2007, the administrator shall accept delivery of documents submitted by electronic mail or over the Internet.

(2) If a document submitted under subsection (1) substantially conforms to the requirements of this act, the administrator shall endorse upon it the word "filed" with his or her official title and the dates of receipt and of filing, and shall file and index the document or a reproduction of the document pursuant to the records reproduction act, 1992 PA 116, MCL 24.401 to 24.406, in his or her office. If requested at the time of the delivery of the document to his or her office, the administrator shall include the hour of filing in the endorsement on the document.

(3) The administrator shall return a copy of a document filed under subsection (1), or at his or her discretion the original, to the person who submitted the document for filing. The administrator shall mark the filing date on the copy or original before returning it or, if the document was submitted by electronic mail or over the Internet, may provide proof of the filing date to the person who submitted the document for filing in another manner determined by the administrator.

(4) The records and files of the administrator relating to limited partnerships shall be open to reasonable inspection by the public. The administrator may maintain records or files either in their original form or in the form of reproductions pursuant to the records reproduction act, 1992 PA 116, MCL 24.401 to 24.406.

(5) The administrator may make copies of any documents filed under this act, or any predecessor act, pursuant to the records reproduction act, 1992 PA 116, MCL 24.401 to 24.406, and may destroy the originals of the reproduced documents.

(6) A document filed under subsection (2) is effective at the time it is endorsed unless a subsequent effective time, not later than 90 days after the date of delivery, is set forth in the document.

(7) The administrator may require that a person submit a document described in subsection (1) on a form prescribed by the administrator.

(8) The administrator shall charge 1 of the following nonrefundable fees if expedited filing of a document by the administrator is requested and the administrator shall retain the revenue collected under this subsection and the department shall use it to carry out its duties required by law:

(a) For any filing that a person requests the administrator to complete within 1 hour on the same day as the day of the request, $1,000.00. The department may establish a deadline by which a person must submit a request for filing under this subdivision.

(b) For any filing that a person requests the administrator to complete within 2 hours on the same day as the day of the request, $500.00. The department may establish a deadline by which a person must submit a request for filing under this subdivision.

(c) Except for a filing request under subdivision (a) or (b), for the filing of any formation or qualification document that a person requests the administrator to complete on the same day as the day of the request, $100.00. The department may establish a deadline by which a person must submit a request for filing under this subdivision.

(d) Except for a filing request under subdivision (a) or (b), for the filing of any other document concerning an existing domestic limited partnership or a qualified foreign limited partnership that a person requests the administrator to complete on the same day as the day of the request, $200.00. The department may establish a deadline by which a person must submit a request for filing under this subdivision.

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(e) For the filing of any formation or qualification document that a person requests the administrator to complete within 24 hours of the time the administrator receives the request, $50.00.

(f) For the filing of any other document concerning an existing domestic limited partnership or a qualified foreign limited partnership that a person requests the administrator to complete within 24 hours of the time the administrator receives the request, $100.00.

History: 1982, Act 213, Eff. Jan. 1, 1983 ;-- Am. 1992, Act 110, Imd. Eff. June 26, 1992 ;-- Am. 2005, Act 220, Eff. Jan. 1, 2006

449.1207 False statements in certificate; recovery of damages.

Sec. 207.

If any certificate of limited partnership, certificate of amendment, restated certificate of limited partnership, or certificate of cancellation contains a false statement, a person who suffers loss by reliance on the statement may recover damages for the loss from any of the following:

(1) Any person who executes the certificate, or causes another to execute it on his or her behalf, and knew the statement to be false at the time the certificate was executed.

(2) Any general partner who thereafter knows that any arrangement or other fact described in the certificate has changed, making the statement inaccurate in any respect within a sufficient time before the statement was relied upon reasonably to have enabled that general partner to cancel or amend the certificate, or to file a petition for its cancellation or amendment under section 205. However, the provisions of this subsection are subject in all respects to the provisions of section 202(e).

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1208 Certificate on file as notice of matters included therein.

Sec. 208.

The fact that a certificate of limited partnership is on file in the office of the administrator is notice that the partnership is a limited partnership and the persons designated therein as limited partners are limited partners, and is notice of the matters included therein that are specified in section 201(a)(1) to (12) or that are included therein pursuant to any other section of this act, but it is not notice of any other fact.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1209 Delivery of copy of certificate to limited partners upon return of certificate by administrator.

Sec. 209.

Upon the return by the administrator pursuant to section 206 of a true copy or original of a certificate of limited partnership, certificate of amendment, restated certificate of limited partnership, or certificate of cancellation, the general partners shall promptly deliver or mail a copy of the certificate to each limited partner unless the partnership agreement provides otherwise.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1210 Merger or consolidation of domestic limited partnerships; plan of merger or consolidation; certificate; applicable provisions; abandonment; merger or consolidation of domestic limited partnership with foreign limited partnership; surviving or new limited partnership; "business organization" and "entity" defined; merger or consolidation of domestic limited partnership with business organization.

Sec. 210.

(1) A domestic limited partnership may merge or consolidate with 1 or more other domestic limited partnerships under a plan of merger or consolidation as provided in subsection (2) and approved as provided in subsection (3).

(2) One or more general partners of each limited partnership that is a participant in the merger or consolidation shall propose a plan of merger or consolidation which includes all of the following:

(a) The name of the surviving or new limited partnership.

(b) The name of each other constituent limited partnership.

(c) The terms and conditions of the merger or consolidation, including the manner and basis of converting the partnership interests in each constituent limited partnership into partnership interests in the surviving or new limited partnership, into cash, other consideration, or a combination thereof.

(d) In the case of a merger, if any amendment to the certificate of limited partnership of the surviving limited partnership is required on account of the merger, a copy of a restated certificate of limited partnership of the surviving limited partnership reflecting the amendment and containing the information required by section 202(f). In the case of a consolidation, a copy of the certificate of limited partnership of the new limited partnership, containing the information required by section 201(a).

(e) Any other provisions considered necessary or desirable regarding the merger or consolidation.

(3) The plan of merger or consolidation shall be submitted to the partners of each constituent limited partnership for approval. Approval shall be by unanimous consent of the partners of each constituent limited partnership, unless the partnership agreement of a constituent limited partnership provides otherwise, in which event approval by the partners of that limited partnership shall be as provided in the partnership agreement.

(4) After a plan of merger or consolidation is approved by the partners of each constituent limited partnership, a certificate of merger or consolidation for each constituent limited partnership shall be filed by 1 or more general partners with the administrator. The certificate shall contain all of the following:

(a) The information required by subsection (2)(a) and (b).

(b) The original signed copy of the restated certificate of limited partnership or the certificate of limited partnership if required by subsection (2)(d).

(c) A statement that the plan of merger or consolidation has been approved by the partners of each constituent limited partnership as required by subsection (3).

(d) The effective date of the certificate of merger or consolidation.

(5) The merger or consolidation is effective on the effective date of the certificate of merger or consolidation as provided in section 206.

(6) All of the following apply to a merged or consolidated domestic limited partnership:

(a) The constituent limited partnerships become a single limited partnership, that in the case of a merger, is the limited partnership designated in the plan of merger as the surviving limited partnership and, in the case of a consolidation is the new limited partnership provided for in the plan of consolidation.

(b) Title to all real, personal, and other property, including all accounts and debts receivable, promises to make contributions, other choses in action, and any other right or interest of, owned by, belonging to, or due to each constituent limited partnership is vested in the surviving or new limited partnership, without further act or deed and without reversion or impairment.

(c) Upon complying with section 104, the surviving or new limited partnership may use the name and the assumed names of any other constituent limited partnership.

(d) The surviving or new limited partnership has all liabilities of each constituent limited partnership.

(e) A proceeding pending against any constituent limited partnership may be continued as if the merger or consolidation had not occurred or the surviving or new limited partnership may be substituted in the proceeding for any constituent limited partnership.

(f) In the case of a merger, the certificate of limited partnership of the surviving limited partnership is amended by any restated certificate of limited partnership attached to the certificate of merger. In the case of a consolidation, the certificate of limited partnership of the new limited partnership shall be attached to the certificate of consolidation and a separate additional filing of a restated certificate of limited partnership is not required.

(g) The partnership interests in each constituent limited partnership are converted into partnership interests in the surviving or new limited partnership, into cash, other consideration, or a combination thereof as provided in the plan of merger or consolidation.

(h) A general partner of the surviving limited partnership in a merger or a general partner of the new limited partnership in a consolidation is not liable as a general partner for any obligations of any other constituent limited

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partnership unless the general partner was also a general partner of another constituent limited partnership, the general partner was liable for the obligations, and the obligations were outstanding on the effective date of the merger or consolidation or arise after the effective date of the merger or consolidation on account of acts or omissions before the effective date of the merger or consolidation.

(i) A general partner of a constituent limited partnership in a merger or consolidation shall continue to be liable as a general partner for all obligations of the constituent limited partnership outstanding on the effective date of the merger or consolidation or which arise after the effective date of the merger or consolidation on account of acts or omissions before the effective date of the merger or consolidation, to the extent that the general partner would have been liable for the obligations had the merger or consolidation not occurred.

(7) Before the effective date of the certificate of merger or consolidation, the merger or consolidation may be abandoned as provided in the plan of merger or consolidation or, if no provisions exist, by the unanimous consent of the partners of each constituent limited partnership. If the partnership agreement of a constituent limited partnership requires or permits a different abandonment procedure, the procedure required or permitted in the partnership agreement shall be followed. If the certificate of merger or consolidation has been filed, then in order for the abandonment to be effective, each constituent limited partnership shall file a certificate of abandonment within 10 days after the abandonment, but not later than the effective date of the certificate of merger or consolidation.

(8) One or more domestic limited partnerships may merge or consolidate with 1 or more foreign limited partnerships if all of the following requirements are satisfied:

(a) The merger or consolidation is permitted by the laws of the jurisdiction in which each constituent foreign limited partnership is organized, each constituent foreign limited partnership complies with those laws, each constituent foreign limited partnership complies with the laws of this state, and each constituent foreign limited partnership complies with subsection (4). If the surviving or new limited partnership is a foreign limited partnership, subsection (4)(b) does not apply. In the case of a merger, a copy of the certificate of limited partnership or similar document of the surviving foreign limited partnership shall be attached to the certificate of merger with any changes to the certificate of limited partnership or similar document has required on account of the merger. In the case of a consolidation, a copy of the certificate of limited partnership or similar document of the new foreign limited partnership containing the information required by the laws of the jurisdiction in which the foreign limited partnership is organized shall be attached to the certificate of consolidation. Each constituent foreign limited partnership shall attach to the plan of merger or consolidation a statement that the plan of merger or consolidation has been approved in accordance with the laws of the jurisdiction in which each constituent foreign limited partnership is organized.

(b) Each domestic limited partnership has complied with subsections (1) to (4). The merger or consolidation is effective on the effective date of the certificate of merger or consolidation as provided in section 206.

(9) If the surviving or new limited partnership is a domestic limited partnership, all of subsection (6) shall apply. If the surviving or new limited partnership is a foreign limited partnership, all of subsection (6), except subdivision (f), shall apply. In the case of a merger, if the certificate of merger contains a statement of changes to the surviving foreign limited partnership's certificate of limited partnership or similar document as provided in subsection (8)(a), the certificate of limited partnership or similar document shall be amended to reflect the changes in the manner provided under the laws of the jurisdiction in which the foreign limited partnership is organized. In the case of a consolidation, a copy of the certificate of limited partnership or similar document of the new foreign limited partnership shall be attached to the certificate of consolidation as provided in subsection (8)(a) and filed as provided under the laws of the jurisdiction in which the foreign limited partnership is organized.

(10) Before the effective date of the certificate of merger or consolidation, the merger or consolidation may be abandoned as provided in the plan of merger or consolidation or, if no provisions exist, by the unanimous consent of the partners of each constituent limited partnership. If the partnership agreement of a constituent domestic limited partnership requires or permits a different abandonment procedure, the procedure required or permitted in the partnership agreement shall be followed. If the laws of the jurisdiction in which a constituent foreign limited partnership is organized require or permit a different abandonment procedure, the procedure required or permitted by the laws of the jurisdiction shall be followed. If the certificate of merger or consolidation has been filed, in order for the abandonment to be effective, each constituent domestic limited partnership and each constituent foreign limited partnership shall file a certificate of abandonment within 10 days after the abandonment, but not later than the effective date of the certificate of merger or consolidation.

(11) If the surviving or new limited partnership is a foreign limited partnership, it shall be subject to article 9 if it transacts business in this state and is subject to service of process in any proceeding in this state for the enforcement of any obligation of any constituent domestic limited partnership or any obligation of the surviving or new limited partnership arising from the merger or consolidation. The administrator is the agent for service of process in any proceeding.

(12) As used in subsections (13) to (17):

(a) "Business organization" means a domestic or foreign corporation, limited liability company, general partnership, registered limited liability partnership, or any other type of domestic or foreign business enterprise,

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incorporated or unincorporated, except a domestic or foreign limited partnership.

(b) "Entity" means a domestic limited partnership or a business organization.

(13) One or more domestic limited partnerships may merge or consolidate with 1 or more business organizations if all of the following requirements are satisfied:

(a) The merger or consolidation is permitted by the laws of this state and the laws of the jurisdiction in which each constituent foreign business organization is organized, each constituent business organization complies with those laws, each constituent foreign business organization transacting business in this state complies with the applicable laws of this state, and each domestic limited partnership complies with this section.

(b) One or more general partners of each domestic limited partnership that is a participant in the merger or consolidation, and the appropriate person or persons under applicable law with respect to each business organization that is a participant in the merger or consolidation, propose a plan of merger or consolidation which includes all of the following:

(i) The name of the surviving or new entity.

(ii) The name of each other constituent entity.

(iii) The terms and conditions of the merger or consolidation, including the manner and basis of converting the partnership interests, shares, membership interests, or other ownership interests in each constituent entity into partnership interests, shares, membership interests, or other interests in the surviving or new entity, into cash, other consideration, or a combination thereof.

(iv) In the case of a merger, if the surviving entity is to be a domestic limited partnership and if any amendment to the certificate of limited partnership of the surviving domestic limited partnership is required on account of the merger, a copy of a restated certificate of limited partnership of the surviving domestic limited partnership and containing the information required by section 202(f). If the surviving entity is to be a domestic business organization and if any changes to its articles of incorporation, articles of organization, or other organizing or governing documents are required on account of the merger, a statement of the changes. If the surviving entity is to be a foreign business organization, a copy of the articles or certificate of incorporation, articles of organization, or other organizing or governing documents of the surviving business organization, and a statement of any changes to the articles or certificate of incorporation, articles of organization, or other organizing or governing documents required on account of the merger.

(v) In the case of a consolidation, if the new entity is to be a domestic limited partnership, a copy of a certificate of limited partnership of the new domestic limited partnership, containing the information required by section 201(a), and if the new entity is to be a business organization, a copy of the articles or certificate of incorporation, articles of organization, or other organizing or governing documents of the new business organization, containing the information required by the laws of the jurisdiction in which the new business organization is organized.

(vi) Any other provisions considered necessary or desirable to the merger or consolidation.

(c) The plan of merger or consolidation is approved with respect to each constituent domestic limited partnership in accordance with subsection (3), and with respect to each constituent business organization in a manner provided by the laws of the jurisdiction in which the business organization is organized.

(d) After the plan of merger or consolidation is approved as provided in subdivision (c), a certificate of merger or consolidation is executed on behalf of each constituent domestic limited partnership by 1 or more general partners and on behalf of each constituent business organization by the appropriate person or persons under applicable law and filed in the office of the administrator. The certificate shall contain all of the following:

(i) The information required by subdivision (b)(i) and (ii).

(ii) The original signed copy of any restated certificate of limited partnership or certificate of limited partnership required by subdivision (b)(iv) or (v).

(iii) A copy of any articles or certificate of incorporation, articles of organization, or other applicable organizing or governing documents required by subdivision (b)(iv) or (v).

(iv) A statement of any changes to the articles or certificate of incorporation, articles of organization, or other applicable organizing or governing documents required by subdivision (b)(iv).

(v) A statement that the plan of merger or consolidation has been approved with respect to each constituent entity in accordance with subdivision (c).

(vi) The effective date of the certificate of merger or consolidation, if the effective date is to be later than the date on which the certificate is filed.

(14) The merger or consolidation is effective on the effective date of the certificate of merger or consolidation as provided in section 206.

(15) All of the following apply when a merger or consolidation of 1 or more domestic limited partnerships and 1 or more business organizations is effective:

(a) The constituent entities become a single entity, which, in the case of a merger, is the entity designated in the plan of merger as the surviving entity, and, in the case of a consolidation, is the new entity provided for in the plan of consolidation.

(b) Title to all real, personal, and other property, including all accounts and debts receivable, promises to make contributions, other choses in action, and every other right or interest of, owned by, belonging to, or due to each

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constituent entity, is vested in the surviving or new entity, without further act or deed and without reversion or impairment.

(c) Upon complying with applicable law, the surviving or new entity may use the name and the assumed names of any other constituent entity.

(d) The surviving or new entity has all liabilities of each constituent entity.

(e) A proceeding pending against any constituent entity may be continued as if the merger or consolidation had not occurred or the surviving or new entity may be substituted in the proceeding for any constituent entity.

(f) In the case of a merger if the surviving entity is a domestic limited partnership, the certificate of limited partnership of the surviving domestic limited partnership is amended by any restated certificate of limited partnership attached to the certificate of merger, and a separate additional filing of a restated certificate of limited partnership is not required. If the surviving entity is a business organization and if the certificate of merger contains a statement of changes to the surviving business organization's articles or certificate of incorporation, articles of organization, or other applicable organizing or governing documents as provided in subsection (13)(d)(iv), the documents shall be amended to reflect the changes in the manner provided under the laws of the jurisdiction in which the business organization is organized.

(g) In the case of a consolidation, if the new entity is a domestic limited partnership, the certificate of limited partnership of the new domestic limited partnership shall be the certificate of limited partnership attached to the certificate of consolidation, and a separate additional filing of a certificate of limited partnership is not required. If the new entity is a business organization, the articles or certificate of incorporation, articles of organization, or other organizing or governing documents of the new business organization, copies of which are attached to the certificate of consolidation as provided in subsection (13)(d)(iii), shall be filed or recorded as provided under the laws of the jurisdiction in which the new business organization is organized.

(h) The partnership interest, shares, membership interests, or other ownership interests in each constituent entity are converted into partnership interests, shares, membership interests, or other ownership interests in the surviving or new entity, into cash, other consideration, or a combination thereof as provided in the plan of merger or consolidation.

(i) As used in this subdivision and subdivision (j), "obligated person" means a general partner of a domestic limited partnership, a partner of a domestic or foreign general partnership or registered limited liability partnership, and any member of, owner of an ownership interest in, or participant in any other type of business enterprise who, under applicable law, is generally liable for the obligations of the business enterprise. An obligated person with respect to the surviving entity in a merger or an obligated person with respect to a new entity in a consolidation is not liable as an obligated person for any obligations of any other constituent entity, unless the obligated person was also an obligated person of the other constituent entity, the obligated person was liable for the obligations, and the obligations were outstanding on the effective date of the merger or consolidation or arise after the effective date of the merger or consolidation on account of acts or omissions before the effective date of the merger or consolidation.

(j) An obligated person with respect to a constituent entity in a merger or consolidation shall continue to be liable as an obligated person for all obligations of the constituent entity outstanding on the effective date of the merger or consolidation or which arise after the effective date of the merger or consolidation on account of acts or omissions before the effective date of the merger or consolidation, if the obligated person would have been liable for the obligations had the merger or consolidation not occurred.

(16) At any time before the effective date of the certificate of merger or consolidation, the merger or consolidation may be abandoned as provided in the plan of merger or consolidation or, if no provisions exist, by the unanimous consent of the partners of each constituent domestic limited partnership. If the partnership agreement of a constituent domestic limited partnership requires or permits a different abandonment procedure, the procedure required or permitted in the partnership agreement shall be followed. Any abandonment procedure required or permitted by the laws of the jurisdiction under which a constituent business organization was organized shall be followed by that business organization. If a certificate of merger or consolidation of 1 or more domestic limited partnerships and 1 or more business organizations has been filed, in order for the abandonment to be effective, each constituent domestic limited partnership and each constituent business organization shall file a certificate of abandonment within 10 days after the abandonment, but not later than the effective date of the certificate of merger or consolidation.

(17) If the surviving or new entity is a foreign business organization, it shall be subject to the laws of this state if it transacts business in this state and is subject to service of process in any proceeding in this state for the enforcement of any obligation of any constituent domestic limited partnership or domestic business organization or any obligation of the surviving or new business organization arising from the merger or consolidation. The administrator is the agent for services of process in any proceeding.

History: Add. 1996, Act 528, Imd. Eff. Jan. 13, 1997

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449.1301 Admission of additional limited partners.

Sec. 301.

(a) After the filing of a limited partnership's original certificate of limited partnership, a person may be admitted as an additional limited partner:

(1) In the case of a person acquiring a partnership interest directly from the limited partnership, upon the compliance with the partnership agreement or, if the partnership agreement does not so provide, upon the written consent of all partners.

(2) In the case of an assignee of a partnership interest of a partner who has the power, as provided in section 704, to grant the assignee the right to become a limited partner, upon the exercise of that power and compliance with any conditions limiting the grant or exercise of the power.

(b) In each case under subsection (a), the person acquiring the partnership interest becomes a limited partner only upon amendment of the certificate of limited partnership reflecting that fact.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1302 Voting rights of limited partners.

Sec. 302.

Subject to section 303, the partnership agreement may grant to all or a specified group of the limited partners the right to vote, with or without the concurrence of the general partners, on a per capita or other basis, upon any matter.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1303 Liability of limited partner for obligations of limited partnership.

Sec. 303.

(a) Except as provided in subsection (d), a limited partner is not liable for the obligations of a limited partnership unless the limited partner is also a general partner or, in addition to the exercise of rights and powers as a limited partner, the limited partner takes part in the control of the business. However, if the limited partner's participation in the control of the business is not substantially the same as the exercise of the powers of a general partner, the limited partner is liable only to persons who transact business with the limited partnership with actual knowledge of the limited partner's participation in control.

(b) A limited partner does not participate in the control of the business within the meaning of subsection (a) solely by doing 1 or more of the following:

(1) Being a contractor for or an agent or employee of the limited partnership or of a general partner.

(2) Consulting with and advising a general partner with respect to the business of the limited partnership.

(3) Acting as surety for the limited partnership.

(4) Approving or disapproving an amendment to the partnership agreement.

(5) Approving or disapproving a transaction involving an actual or potential conflict of interest between a general partner and the limited partnership.

(6) Requesting or attending a meeting of partners.

(7) Voting on 1 or more of the following matters:

(i) The dissolution and winding up of the limited partnership.

(ii) The sale, exchange, lease, mortgage, pledge, or other transfer of all or substantially all of the assets of the

limited partnership other than in the ordinary course of its business.

(iii) The incurrence of indebtedness by the limited partnership other than in the ordinary course of its business.

(iv) A change in the nature of the business.

(v) The removal of a general partner.

(c) The enumeration in subsection (b) does not mean that the possession or exercise of any other powers by a limited partner constitutes participation by the limited partner in the business of the limited partnership.

(d) A limited partner who knowingly permits his or her name to be used in the name of the limited partnership, except under circumstances permitted by section 102(2)(i), is liable to creditors who extend credit to the limited partnership without actual knowledge that the limited partner is not a general partner.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1304 Liability of person erroneously but in good faith believing he or she is limited partner.

Sec. 304.

(a) Except as provided in subsection (b), a person who makes a contribution to a business enterprise and erroneously but in good faith believes that he or she has become a limited partner in the enterprise is not a general partner in the enterprise and is not bound by its obligations by reason of making the contribution, receiving distributions from the enterprise, or exercising any rights of a limited partner, if, on ascertaining the mistake, the person does either of the following:

(1) Causes an appropriate certificate of limited partnership, certificate of amendment, or restated certificate of limited partnership to be executed and filed.

(2) Withdraws from future equity participation in the enterprise. With respect to any limited partnership for which a certificate of limited partnership has been filed, the withdrawal may be accomplished by executing and filing with the office of the administrator a certificate declaring withdrawal under this section.

(b) A person who makes a contribution of the kind described in subsection (a) is liable as a general partner to any third party who transacts business with the enterprise: (i) before the person withdraws and an appropriate certificate is filed to show withdrawal or (ii) before an appropriate certificate is filed to show the person's status as a limited partner and, in the case of an amendment, after expiration of the 60-day period for filing an amendment relating to the person as a limited partner under section 202, but in either case only if the third party actually believed in good faith that the person was a general partner at the time of the transaction.

History: 1982, Act 213, Eff. Jan. 1, 1983 ;-- Am. 1986, Act 100, Eff. July 1, 1986

449.1305 Rights of limited partner.

Sec. 305.

Each limited partner has the right to:

(1) Inspect and copy or have his or her designated representative inspect and copy any of the partnership records required to be maintained by section 106.

(2) Obtain from the general partners, from time to time, upon reasonable demand (i) true and full information regarding the state of the business and financial condition of the limited partnership, (ii) promptly after becoming available, a copy of the limited partnership's federal, state, and local income tax returns for each year, and (iii) other information regarding the affairs of the limited partnership as is just and reasonable.

History: 1982, Act 213, Eff. Jan. 1, 1983

Article 4

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449.1401 Admission of additional general partners.

Sec. 401.

After the filing of a limited partnership's original certificate of limited partnership, additional general partners may be admitted as provided in the partnership agreement or, if the partnership agreement does not so provide, upon the written consent of all partners.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1402 Events causing cessation as general partner.

Sec. 402.

Except as approved by the specific written consent of all partners at the time, a person ceases to be a general partner of a limited partnership upon the happening of any of the following events:

(1) The general partner withdraws from the limited partnership as provided in section 602.

(2) The general partner is removed as a general partner in accordance with the partnership agreement.

(3) Unless otherwise provided in the certificate of limited partnership, the general partner: (i) makes an assignment for the benefit of creditors; (ii) files a voluntary petition in bankruptcy; (iii) is adjudicated a bankrupt or insolvent; (iv) files a petition or answer seeking for himself or herself any reorganization, arrangement, composition, readjustment, liquidation, dissolution, or similar relief under any statute, law, or regulation; (v) files an answer or other pleading admitting or failing to contest the material allegations of a petition filed against him or her in any proceeding of this nature; or (vi) seeks, consents to, or acquiesces in the appointment of a trustee, receiver, or liquidator of the general partner or of all or any substantial part of his or her properties.

(4) Unless otherwise provided in the certificate of limited partnership, 120 days after the commencement of any proceeding against the general partner seeking reorganization, arrangement, composition, readjustment, liquidation, dissolution, or similar relief under any statute, law, or regulation, the proceeding has not been dismissed, or if within 90 days after the appointment without his or her consent or acquiescence of a trustee, receiver, or liquidator of the general partner or of all or any substantial part of his or her properties, the appointment is not vacated or stayed or within 90 days after the expiration of any such stay, the appointment is not vacated.

(5) In the case of a general partner who is a natural person:

(i) His or her death.

(ii) The entry of an order by a court of competent jurisdiction adjudicating the general partner to be legally incapacitated or unable or incompetent to manage his or her person or estate.

(6) In the case of a general partner who is acting as a general partner by virtue of being a trustee of a trust, the termination of the trust, but not merely the substitution of a new trustee.

(7) In the case of a general partner that is a separate partnership, the dissolution and commencement of winding up of the separate partnership.

(8) In the case of a general partner that is a corporation, the dissolution of the corporation or the revocation of its charter.

(9) In the case of an estate, the distribution by the fiduciary of the estate's entire interest in the partnership.

(10) In the case of a general partner that is any other legal entity, the cessation of the legal existence of the legal entity.

(11) Any event specified in the partnership agreement as resulting in a person ceasing to be a general partner.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1403 General partner; rights and powers; restrictions.

Sec. 403.

(a) Except as provided in this act or in the partnership agreement, a general partner of a limited partnership has

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the rights and powers and is subject to the restrictions of a partner in a partnership without limited partners.

(b) Except as provided in this act, a general partner of a limited partnership has the liabilities of a partner in a partnership without limited partners to persons other than the partnership and the other partners. Except as provided in this act or in the partnership agreement, a general partner of a limited partnership has the liabilities of a partner in a partnership without limited partners to the partnership and to the other partners.

History: 1982, Act 213, Eff. Jan. 1, 1983 ;-- Am. 1986, Act 100, Eff. July 1, 1986

449.1404 General partner; right to contribute to partnership and share in profits and losses as general or limited partner; rights, powers, restrictions, and liabilities of one person as both general and limited partner.

Sec. 404.

A general partner of a limited partnership may make contributions to the partnership and share in the profits and losses of, and in distributions from, the limited partnership as a general partner. A general partner also may make contributions to and share in profits, losses, and distributions as a limited partner. A person who is both a general partner and a limited partner has the rights and powers, and is subject to the restrictions and liabilities, of a general partner and, except as provided in the partnership agreement, also has the powers, and is subject to the restrictions, of a limited partner to the extent of his or her participation in the partnership as a limited partner.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1405 Voting rights of general partners.

Sec. 405.

The partnership agreement may grant to all or certain identified general partners the right to vote, on a per capita or any other basis, separately or with all or any class of the limited partners, on any matter.

History: 1982, Act 213, Eff. Jan. 1, 1983

Article 5

449.1501 Contribution of partner, form.

Sec. 501.

The contribution of a partner may be in cash, property, or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1502 Obligation of limited partner to contribute; obligation upon failure to contribute; compromise of obligation; creditor enforcement of original obligation; obligation of general partner to contribute.

Sec. 502.

(a) Except as provided in the certificate of limited partnership, a limited partner is obligated to the limited partnership to perform any promise to contribute cash or property or to perform services, even if the limited partner is unable to perform because of death, disability, or any other reason. If a limited partner does not make the required contribution of property or services, the limited partner is obligated at the option of the limited partnership to contribute cash equal to that portion of the value, as stated in the certificate of limited partnership, of the stated contribution that has not been made, in addition to any other rights that the limited partnership may have against such limited partner under the partnership agreement or applicable law.

(b) Unless otherwise provided in the partnership agreement, the obligation of a limited partner to make a contribution or return money or other property paid or distributed in violation of this act may be compromised only by consent of all the partners. Notwithstanding the compromise, a creditor of a limited partnership who extends credit, or whose claim arises, after the filing of the certificate of limited partnership or an amendment to the certificate which, in either case, reflects the obligation, and before the amendment or cancellation of the certificate to reflect the compromise, may enforce the original obligation.

(c) The obligation of a general partner to the limited partnership to contribute cash or property or perform services shall be as provided in the partnership agreement.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1503 Allocation of profits and losses among partners; determining value of contributions.

Sec. 503.

The profits and losses of a limited partnership shall be allocated among the partners, and among classes of partners, in the manner provided in the partnership agreement. If the partnership agreement does not provide for an allocation, profits and losses shall be allocated on the basis of the value of the contributions made by each partner to the extent they have been received by the partnership and have not been returned. For purposes of this section, the value of the contributions made by each limited partner shall be as stated in the certificate of limited partnership, and the value of the contributions made by each general partner shall be as stated in the partnership agreement, and if the partnership agreement does not so state, the value of the contributions made by each general partner shall be as stated in the books and records of the partnership or determined by any other reasonable method.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1504 Allocation of cash and other assets among partners; determining value of contributions.

Sec. 504.

Distributions of cash or other assets of a limited partnership shall be allocated among the partners, and among classes of partners, in the manner provided in the partnership agreement. If the partnership agreement does not provide for an allocation, distributions shall be made on the basis of the value of the contributions made by each partner to the extent the contributions have been received by the partnership and have not been returned. For purposes of this section, the value of the contributions made by each limited partner shall be as stated in the certificate of limited partnership, and the value of the contributions made by each general partner shall be as stated in the partnership agreement, and if the partnership agreement does not so state, the value of the contributions made by each general partner shall be as stated in the books and records of the partnership or determined by any other reasonable method.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1601 Right of partner to receive distributions before partner's withdrawal from partnership and before dissolution and winding up of partnership.

Sec. 601.

Except as provided in this article, a partner is entitled to receive distributions from a limited partnership before the partner's withdrawal from the limited partnership and before the dissolution and winding up of the limited partnership:

(1) To the extent and at the times or upon the happening of the events specified in the partnership agreement.

(2) If any distribution to a limited partner constitutes a return of any part of the limited partner's contribution under section 608(c), to the extent and at the times or upon the happening of the events specified in the certificate of limited partnership.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1602 Right of general partner to withdraw; recovery by limited partner for breach of partnership agreement.

Sec. 602.

A general partner may withdraw from a limited partnership at any time by giving written notice to the other partners, but if the withdrawal violates the partnership agreement, the limited partnership may recover from the withdrawing general partner damages for breach of the partnership agreement and offset the damages against the amount otherwise distributable to the withdrawing general partner.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1603 Right of limited partner to withdraw.

Sec. 603.

A limited partner may withdraw from a limited partnership at the time or upon the happening of events specified in the certificate of limited partnership, but not before, and in accordance with the partnership agreement. If the certificate does not specify the time or the events upon the happening of which a limited partner may withdraw but does specify a definite time for the dissolution and winding up of the limited partnership, a limited partner may not withdraw prior to the dissolution and winding up of the limited partnership. If the certificate does not specify the time or the events upon the happening of which a limited partner may withdraw or a definite time for the dissolution and winding up of the limited partnership, a limited partner may withdraw upon not less than 6 months' prior written notice to each general partner at his or her address on the books of the limited partnership at its office in this state.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1604 Right of withdrawing partner to receive distribution and fair value of partnership interest.

Sec. 604.

Except as provided in this article, upon withdrawal any withdrawing partner is entitled to receive any distribution to which he or she is entitled under the partnership agreement and, if not otherwise provided in the agreement, the withdrawing partner is entitled to receive, within a reasonable time after withdrawal, the fair value of his or her interest in the limited partnership as of the date of withdrawal, based upon the withdrawing partner's right to share in distributions from the limited partnership.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1605 Distribution in cash or in kind.

Sec. 605.

Except as provided in the certificate of limited partnership, a limited partner, and except as provided in the partnership agreement, a general partner, regardless of the nature of the partner's contribution, has no right to demand and receive any distribution from a limited partnership in any form other than cash. Except as provided in the partnership agreement, a partner may not be compelled to accept a distribution of any asset in kind from a limited partnership to the extent that the percentage of the asset distributed to him or her exceeds a percentage of that asset which is equal to the percentage in which the partner shares in distributions from the limited partnership.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1606 Status and remedies of partner as creditor with respect to distribution.

Sec. 606.

At the time a partner becomes entitled to receive a distribution, the partner has the status of, and is entitled to all remedies available to, a creditor of the limited partnership with respect to the distribution.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1607 Distribution; limitation.

Sec. 607.

A partner may not receive a distribution from a limited partnership to the extent that, after giving effect to the distribution, all liabilities of the limited partnership, other than liabilities to partners on account of their partnership interests, exceed the fair value of the partnership assets.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1608 Limited partner; liability following return of contribution.

Sec. 608.

(a) If a limited partner has received the return of any part of his or her contribution without violation of the partnership agreement or this act, he or she is liable to the limited partnership for a period of 1 year thereafter for

the amount of the returned contribution, but only to the extent necessary to discharge the limited partnership's liabilities to creditors who extended credit to the limited partnership during the period the contribution was held by the partnership.

(b) If a limited partner has received the return of any part of his or her contribution in violation of the partnership agreement or this act, he or she is liable to the limited partnership for a period of 6 years thereafter for the amount of the contribution wrongfully returned.

(c) A limited partner receives a return of his or her contribution to the extent that a distribution to the limited partner reduces his or her share of the fair value of the net assets of the limited partnership below the value, as set forth in the certificate of limited partnership, of the limited partner's contribution which has not been distributed to the limited partner.

History: 1982, Act 213, Eff. Jan. 1, 1983

Article 7

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449.1701 Partnership interest as personal property.

Sec. 701.

A partnership interest is personal property.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1702 Partnership interest; assignment; effect.

Sec. 702.

Except as provided in the partnership agreement: (i) a partnership interest is assignable in whole or in part; (ii) an assignment of a partnership interest does not dissolve a limited partnership or entitle the assignee to become or to exercise any rights of a partner; (iii) an assignment entitles the assignee to receive, to the extent assigned, only the distribution to which the assignor would be entitled.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1703 Charging partnership interest with payment of unsatisfied amount of judgment; rights of judgment creditor; exemptions.

Sec. 703.

Upon application to a court of competent jurisdiction by any judgment creditor of a partner, the court may charge the partnership interest of the partner with payment of the unsatisfied amount of the judgment with interest. To the extent so charged, the judgment creditor has only the rights of an assignee of the partnership interest. This act does not deprive any partner of the benefit of any exemptions provided by law applicable to his or her partnership interest.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1704 Assignee; right to become limited partner; rights, powers, restrictions, and liabilities of assignee who becomes limited partner.

Sec. 704.

(a) An assignee of a partnership interest, including an assignee of a general partner, may become a limited partner if and to the extent that (1) the assignor gives the assignee that right in accordance with authority described in the certificate of limited partnership, or (2) all other partners consent.

(b) An assignee who has become a limited partner has, to the extent assigned, the rights and powers, and is subject to the restrictions and liabilities, of a limited partner under the partnership agreement and this act. An assignee who becomes a limited partner also is liable for the obligations of the assignor to make and return contributions as provided in article 6. However, the assignee is not obligated for liabilities unknown to the assignee at the time the assignee became a limited partner and which could not be ascertained from the certificate of limited partnership.

(c) If an assignee of a partnership interest becomes a limited partner, the assignor is not released from his or her liability to the limited partnership under sections 207 and 502.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1705 Effect of death or adjudication of disability of individual partner; non-individual partner; effect of dissolution or termination of corporation, trust, or other entity as partner.

Sec. 705.

If a partner who is an individual dies or a court of competent jurisdiction adjudges the partner to be unable to manage his or her property or incompetent to manage his or her person or property, the partner's personal representative, executor, administrator, guardian, conservator, or other legal representative may exercise all the partner's rights for the purpose of settling the partner's estate or administering his or her property, including any power the partner had to give an assignee the right to become a limited partner. If a partner is a corporation, trust, or other entity, and is dissolved or terminated, the powers of that partner may be exercised by its legal representative or successor.

History: 1982, Act 213, Eff. Jan. 1, 1983

Article 8

449.1801 Dissolution of limited partnership.

Sec. 801.

A limited partnership is dissolved and its affairs shall be wound up upon the happening of the first to occur of the following:

(1) At the time or upon the happening of events specified in the certificate of limited partnership.

(2) Written consent of all partners.

(3) An event of withdrawal of a general partner, unless at the time there is at least 1 other general partner and the certificate of limited partnership permits the business of the limited partnership to be carried on by the remaining general partner and that partner does so, but the limited partnership is not dissolved and is not required to be wound up by reason of any event of withdrawal, if, within 90 days after the withdrawal, all remaining partners agree in writing to continue the business of the limited partnership and to the appointment of 1 or more additional general partners if necessary or desired.

(4) Entry of a decree of judicial dissolution under section 802 or 803.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1802 Court-ordered dissolution on application by or for partner; grounds; other relief; forwarding order of dissolution to administrator.

Sec. 802.

On application by or for a partner the circuit court of the county in which the office referred to in section 105(a)(1) is located may decree dissolution of a limited partnership when it is established that the acts of the general partners or those of the general partners in control of the limited partnership are illegal, fraudulent, or wilfully unfair and oppressive to the limited partnership or to such partner. On application by or for a partner to dissolve a limited partnership on a ground enumerated in this section, the court upon establishment of such ground may make such order or grant such relief, other than dissolution, as it deems appropriate. A copy of a judicial order of dissolution shall be forwarded promptly to the administrator by the person designated by the court.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1803 Action by attorney general for dissolution; grounds; other actions.

Sec. 803.

(a) The department of attorney general may bring an action in the circuit court of the county in which the office referred to in section 105(a)(1) is located for dissolution of a limited partnership upon the ground that the limited partnership has committed any of the following acts:

(1) Procured its organization through fraud.

(2) Repeatedly and wilfully exceeded the authority conferred upon it by law.

(3) Repeatedly and wilfully conducted its business in an unlawful manner.

(b) The enumeration in this section of grounds for dissolution does not exclude any other statutory or common law action by the department of attorney general for dissolution of a limited partnership.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1804 Authority to wind up limited partnership's affairs.

Sec. 804.

Except as provided in the partnership agreement, the general partners who have not wrongfully dissolved a limited partnership or, if none, the limited partners, may wind up the limited partnership's affairs; but the circuit court of the county in which the office referred to in section 105(a)(1) is located may wind up the limited partnership's affairs upon application of, and good cause shown by, any partner, his or her legal representative, or assignee.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1805 Distribution of assets upon winding up.

Sec. 805.

Upon the winding up of a limited partnership, the assets shall be distributed as follows:

(1) To creditors, including partners who are creditors, to the extent permitted by law, in satisfaction of liabilities of the limited partnership other than liabilities for distributions to partners under section 601 or 604.

(2) Except as provided in the partnership agreement, to partners and former partners in satisfaction of liabilities for distributions under section 601 or 604.

(3) Except as provided in the partnership agreement, to partners first for the return of their contributions and secondly respecting their partnership interests, in the proportions in which the partners share in distributions.

History: 1982, Act 213, Eff. Jan. 1, 1983

Article 9

449.1901 Foreign limited partnership; governing laws; effect of difference between laws on registration.

Sec. 901.

Subject to the state constitution of 1963, (1) the laws of the state under which a foreign limited partnership is organized govern its organization and internal affairs and the liability of its limited partners, and (2) a foreign limited partnership may not be denied registration by reason of any difference between those laws and the laws of this state.

History: 1982, Act 213, Eff. Jan. 1, 1983

CAUTION! This document is from an archive and may contain outdated information.

449.1902 Registration required; application.

Sec. 902.

Before transacting business in this state, a foreign limited partnership shall register with the administrator. In order to register, a foreign limited partnership shall submit to the administrator an application for registration as a foreign limited partnership, signed and sworn to by a general partner and setting forth all of the following:

(1) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this state.

(2) The state and date of its formation and the names and addresses of the governmental departments, agencies, or authorities in such state with which its certificate of limited partnership is currently on file and from which copies may be obtained.

(3) The general character of the business it proposes to transact in this state.

(4) The name and address of any agent for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint. The agent must be an individual resident of this state, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in, this state.

(5) A statement that the administrator is appointed the agent of the foreign limited partnership for service of process if an agent has not been appointed under subdivision (4) or, if appointed, the agent has resigned or the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, and the name and business or residence address of a general partner to whom the administrator is to send copies of any process served on the administrator.

(6) The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership.

(7) If the certificate of limited partnership filed in the foreign limited partnership's state of organization is not required to include the names and business or residence addresses of the partners, a list of the name and addresses.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1903 Certificate of registration; issuance; return to applicant.

Sec. 903.

(a) If the administrator finds that an application for registration conforms to law and all requisite fees have been paid, he or she shall file in his or her office the application and issue a certificate of registration to transact business in this state.

(b) The certificate of registration, together with a true copy of the application or the original thereof, shall be returned to the person who filed the application or the person's representative.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1904 Registration of name.

Sec. 904.

A foreign limited partnership may register with the administrator under any name, whether or not it is the name under which it is registered in its state of organization, that includes without abbreviation the words "limited partnership" and that could be registered by a domestic limited partnership formed under this act.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1905 Correction of false or inaccurate statements in application for registration.

Sec. 905.

If any statement in the application for registration of a foreign limited partnership was false when made or any arrangements or other facts described have changed, making the application inaccurate in any respect, the foreign limited partnership shall promptly file in the office of the administrator a certificate, signed and sworn to by a general partner, correcting the statement.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1906 Cancellation of registration; effect.

Sec. 906.

A foreign limited partnership may cancel its registration by filing with the administrator a certificate of cancellation signed and sworn to by a general partner. A cancellation does not terminate the authority of the administrator to accept service of process on the foreign limited partnership with respect to causes of action arising out of the transactions of business in this state.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1907 Maintaining court action in state before registration prohibited; effect of transacting business in

state without registration.

Sec. 907.

(a) A foreign limited partnership transacting business in this state may not maintain any action or proceeding in any court of this state until it has registered in this state. An action commenced by a foreign limited partnership which has not registered in this state shall not be dismissed if it registers before the order of dismissal. This prohibition applies to:

(1) A successor in interest of the foreign limited partnership, except a receiver, trustee in bankruptcy, or other representative of creditors of the foreign limited partnership.

(2) An assignee of the foreign limited partnership, except an assignee for value who accepts an assignment without knowledge that the foreign limited partnership should have but has not registered in this state.

(b) The failure of a foreign limited partnership to register in this state does not impair the validity of any contract or act of the foreign limited partnership or prevent the foreign limited partnership from defending any action or proceeding in any court of this state.

(c) A limited partner of a foreign limited partnership is not liable as a general partner of the foreign limited partnership solely by reason of having transacted business in this state without registration.

(d) A foreign limited partnership, by transacting business in this state without registration, appoints the administrator as its agent for service of process with respect to causes of action arising out of the transaction of business in this state.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.1908 Action to restrain foreign limited partnership from transacting business in state.

Sec. 908.

The department of attorney general may bring an action to restrain a foreign limited partnership from transacting business in this state in violation of this article.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1909 Activities not considered to be transacting business in state.

Sec. 909.

(a) Without excluding other activities which may not constitute transacting business in this state, a foreign limited partnership is not considered to be transacting business in this state, for the purposes of this act, solely because it is carrying on in this state any 1 or more of the following activities:

(1) Maintaining or defending an action or suit or an administrative or arbitrative proceeding, or effecting the settlement thereof or the settlement of a claim or dispute.

(2) Holding meetings of its partners or carrying on any other activities concerning its internal affairs.

(3) Maintaining a bank account.

(4) Maintaining an office or agency for the transfer, exchange, and registration of its securities, or appointing and maintaining a trustee or depository with relation to its securities.

(5) Effecting sales through an independent contractor.

(6) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where such orders require acceptance without this state before becoming binding contracts.

(7) Borrowing money, with or without security.

(8) Securing or collecting debts or enforcing any right in property securing the same.

(9) Transacting any business in interstate commerce.

(10) Conducting an isolated transaction not in the course of a number of repeated transactions of like nature.

(b) This section does not apply in determining the contacts or activities which may subject a foreign limited partnership to service of process or taxation in this state or to regulation under any other act of this state.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1910 Making or participating in certain loans without registering in state.

Sec. 910.

A foreign limited partnership may acquire or, through another person entitled to transact business in this state, may make loans, or participations or interests therein, insured or guaranteed in whole or in part by the federal housing administration or the veterans' administration or a successor or similar agency of the federal government, which are secured in whole or in part by mortgages of real property located in this state, and a foreign limited partnership may purchase a loan, or participation or interest therein, secured in whole or in part by a mortgage of real property located in this state, without registering in this state. The failure of such foreign limited partnership to register in this state shall not affect or impair its ownership of such loans or participations or interest therein, or its right to collect and service the same through another person entitled to transact business in this state, or its right to enforce the same or to acquire, hold, protect, convey, lease, and otherwise contract and deal with respect to the property mortgaged as security therefor.

History: 1982, Act 213, Eff. Jan. 1, 1983

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Article 10

449.2001 Limited partner; right to bring action to recover judgment.

Sec. 1001.

A limited partner may bring an action in the right of a limited partnership to recover a judgment in its favor if general partners with authority to do so have refused to bring the action or if an effort to cause those general partners to bring the action is not likely to succeed.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.2002 Status of plaintiff in derivative action.

Sec. 1002.

In a derivative action, the plaintiff must be a partner at the time of bringing the action and (1) at the time of the transaction of which the plaintiff complains or (2) his or her status as a partner had devolved upon him or her by operation of law or pursuant to the terms of the partnership agreement from a person who was a partner at the time of the transaction.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.2003 Complaint in derivative action; contents.

Sec. 1003.

In a derivative action, the complaint shall set forth with particularity the effort of the plaintiff to secure initiation of the action by a general partner or the reasons for not making the effort.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.2004 Discontinuance, compromise, or settlement of derivative action; court approval; notice; costs.

Sec. 1004.

An action authorized by section 1001 shall not be discontinued, compromised, or settled without approval by the court having jurisdiction of the action. If the court determines that the interest of the limited partners or of any class thereof will be substantially affected by the discontinuance, compromise, or settlement, the court may direct that notice, by publication or otherwise, be given to the limited partners or any class thereof whose interests it determines will be so affected. If notice is so directed to be given, the court may determine which 1 or more of the parties to the action shall bear the expense of giving the notice, in such amount as the court determines and finds to be reasonable in the circumstances. The amount of such expense shall be awarded as special costs of the action and recoverable in the same manner as statutory taxable costs.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.2005 Awarding expenses to plaintiff in successful derivative action; remittance to limited partnership of remainder of proceeds; exception; action brought without reasonable cause; payment of defendants' expenses by plaintiff.

Sec. 1005.

(a) If a derivative action is successful, in whole or in part, or if anything is received by the plaintiff as a result of a judgment, compromise, or settlement of an action or claim, the court may award the plaintiff reasonable expenses, including reasonable attorneys' fees, and shall direct the plaintiff to remit to the limited partnership the remainder of those proceeds received by him or her. This subsection does not apply to a judgment rendered for the benefit of an injured limited partner only and limited to a recovery of the loss or damage sustained by him or her.

(b) In an action brought in the right of the limited partnership by a limited partner of the limited partnership, the court having jurisdiction, upon final judgment and finding that the action was brought without reasonable cause, may require the plaintiff to pay to the parties named as defendants the reasonable expenses, including fees of attorneys, incurred by them in the defense of the action.

History: 1982, Act 213, Eff. Jan. 1, 1983

Article 11

449.2101 Application and construction of act.

Sec. 1101.

This act shall be so applied and construed to effectuate its general purpose to make uniform the law with respect to the subject of this act among states enacting it.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.2102 Short title.

Sec. 1102.

This act shall be known and may be cited as the “Michigan revised uniform limited partnership act”.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.2103 Severability.

Sec. 1103.

If any provision of this act or its application to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of the act which can be given effect without the invalid provision or application, and to this end the provisions of this act are severable.

History: 1982, Act 213, Eff. Jan. 1, 1983

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449.2104 Effective date; repeal of MCL 449.201 to 449.231.

Sec. 1104.

The effective date of this act is January 1, 1983 and, except as otherwise provided in section 1105, Act No. 110 of the Public Acts of 1931, as amended, being sections 449.201 to 449.231 of the Compiled Laws of 1970, is repealed.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.2105 Effect of act on existing limited partnerships.

Sec. 1105.

(a) A limited partnership formed under any other statute of this state and in existence on the effective date of this act shall not dissolve and its legal existence shall not cease as a result of the repeal of the statute under which it was formed or the enactment of this act. A limited partnership formed under any other statute of this state and in existence on the effective date of this act and the partners thereof shall be governed by the provisions of this act and an existing limited partnership and its partners shall have the same rights and be subject to the same limitations, restrictions, and liabilities as a limited partnership formed under this act and its partners, except as follows:

(1) The partners of an existing limited partnership shall not be required to execute and file a certificate of limited partnership under this act in order to maintain the continued existence of the limited partnership as a limited partnership under the laws of this state; and, as used in this act with respect to an existing limited partnership, unless the context otherwise requires, “certificate of limited partnership” means the certificate of limited partnership of the limited partnership executed and filed pursuant to and in accordance with the provisions of the statute under which such limited partnership was formed, and the certificate as amended or restated.

(2) An existing limited partnership shall not be subject to the provisions of section 102(1), (3), or (4) with respect to its name as set forth in its certificate of limited partnership on the effective date of this act, but it shall become subject to such provisions if, and at the time, any change in its name is made after the effective date of this

act.

(3) An existing limited partnership may continue to transact its business under an assumed name or names with respect to which there is on file on the effective date of this act a certificate pursuant to Act No. 101 of the Public Acts of 1907, as amended, being sections 445.1 to 445.5 of the Michigan Compiled Laws, by the filing of the certificate referred to in section 104(a), provided that such assumed name or names are not precluded from use by section 102(2) or (5).

(4) An existing limited partnership shall not be subject to the provisions of section 105(a)(2) until the execution and filing of the restated certificate of limited partnership referred to in subdivision (5), at which time the general partners of an existing limited partnership shall have the obligation, and the right and power, to appoint and thereafter continuously maintain an agent for service of process as required by section 105(a)(2), anything contained in the partnership agreement to the contrary notwithstanding.

(5) The provisions of this act relating to the events requiring, and the method of effecting, an amendment or cancellation of a certificate of limited partnership shall apply to an existing limited partnership to the same extent and in the same way such provisions apply to a limited partnership formed under this act; provided, however, the first amendment of the certificate of limited partnership of an existing limited partnership made after the effective date of this act shall be effected by the execution and filing of a restated certificate of limited partnership setting forth all of the information specified in section 201(a), including, but not limited to, the name and address of the agent for service of process required to be maintained by section 105(a)(2), which information shall be current as of the date of the execution and filing of such restated certificate of limited partnership; and the execution and filing of such restated certificate of limited partnership shall not result in the dissolution, or in any way adversely affect the continued existence, of the existing limited partnership.

(6) The references in sections 202(a)(2), 202(f), and 203(a)(2) to the date of the filing of a limited partnership's original certificate of limited partnership mean, with respect to an existing limited partnership, the date on which the limited partnership's original certificate of limited partnership was filed pursuant to and in accordance with the provisions of the statute under which it was formed.

(7) A certificate of amendment, a restated certificate of limited partnership, and a certificate of cancellation with respect to an existing limited partnership, in addition to setting forth the information specified in sections 202(a), 202(f), and 203(a), shall state the place where the original certificate of limited partnership was filed.

(8) Sections 501, 502, and 608 apply only to contributions and distributions made after the effective date of this act.

(9) Section 704 applies only to assignments made after the effective date of this act.

(b) Within 30 days after the effective date of this act, the county clerk of each county shall certify and send to the administrator, for filing, the certificate of limited partnership, as amended or restated, of each existing limited partnership which is on file in the office of the county clerk on the effective date of this act. From and after the effective date of this act, (i) all amendments to and restatements of, and a cancellation of, the certificate of limited partnership of an existing limited partnership shall be filed with the administrator and shall be executed and filed in accordance with, and shall otherwise comply, with all of the requirements of this act, and (ii) no such amendment, restatement, or cancellation shall be filed in the office of the county clerk of any county of this state. At the time that the county clerk of each county certifies and sends to the administrator, for filing, the certificate of limited partnership, as amended or restated, of each existing limited partnership which is on file in the office of the county clerk on the effective date of this act, the county clerk shall mail to the general partner of each limited partnership, at his or her address as set forth in the certificate of limited partnership of the limited partnership, as amended or restated, written notice that the certificate of limited partnership of the limited partnership, as amended or restated, has been sent to the administrator for filing, and that from and after the effective date of this act (i) all amendments to and restatements of, and a cancellation of, the certificate of limited partnership of the limited partnership must be filed with the administrator and comply with all of the requirements of this act, and (ii) no such amendment, restatement, or cancellation may be filed in the office of the county clerk.

(c) This act does not affect a cause of action, liability, penalty or action, or special proceeding, which on the effective date of this act is accrued, existing, incurred, or pending, but the same may be asserted, enforced, prosecuted, or defended as if this act had not been enacted.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.2106 Case not provided for in act governed by MCL 449.1 to 449.43.

Sec. 1106.

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In any case not provided for in this act the provisions of the uniform partnership act, Act No. 72 of the Public Acts of 1917, as amended, being sections 449.1 to 449.43 of the Michigan Compiled Laws, govern.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.2107 Fee schedule; payment; other charges; deposit and use of fees.

Sec. 1107.

(a) The fees to be paid to the administrator with respect to a limited partnership, for the purposes specified in this section, shall be as follows:

(1) Examining, filing, and copying a certificate of limited partnership, $10.00. However, a fee shall not be payable for examining and filing a certified copy of a certificate of limited partnership sent to the administrator by a county clerk pursuant to the provisions of section 1105(b).

(2) Examining, filing, and copying a certificate of amendment to a certificate of limited partnership, $10.00.

(3) Examining, filing, and copying a restated certificate of limited partnership, $10.00.

(4) Examining, filing, and copying a certificate of cancellation of a certificate of limited partnership, $10.00.

(5) Examining, filing, and copying an application for registration as a foreign limited partnership and issuance of a certificate of registration to transact business in this state, $10.00.

(6) Examining, filing, and copying a certificate correcting a statement contained in an application for registration of a foreign limited partnership, $10.00.

(7) Examining, filing, and copying a certificate of cancellation of the registration of a foreign limited partnership, $10.00.

(8) Examining, filing, and copying an application for reservation of a name, $10.00.

(9) Examining, filing, and copying a certificate of assumed name or certificate of termination of assumed name, $10.00.

(10) Examining, filing, and copying a certificate filed under section 304(a)(2), $10.00.

(b) These fees shall be paid to the administrator at the time of filing or when the service is rendered by the administrator.

(c) A minimum charge of $1.00 for each certificate and 50 cents per folio shall be paid to the administrator for certifying a part of a file or record pertaining to a domestic limited partnership or a foreign limited partnership for which provision for payment is not set forth in subsection (a). The administrator may furnish copies of documents, reports, and papers required or permitted by law to be filed with the administrator, and shall charge for those copies pursuant to a schedule of fees which the administrator shall adopt with the approval of the state administrative board.

(d) The fees received pursuant to this act shall be deposited in the state treasury to the credit of the administrator to be used solely to defray the costs incurred in the administration of this act.

History: 1982, Act 213, Eff. Jan. 1, 1983 ;-- Am. 1986, Act 100, Eff. July 1, 1986

449.2108 Effective date.

Sec. 1108.

This act shall take effect January 1, 1983.

History: 1982, Act 213, Eff. Jan. 1, 1983

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