

**MICHIGAN REVISED UNIFORM LIMITED PARTNERSHIP ACT (EXCERPT)**  
**Act 213 of 1982**  
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

**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