

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

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.

**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has not been appointed under subdivision (4) or, if appointed, the agent has resigned or the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, and the name and business or residence address of a general partner to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.

**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.

#### **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 arbitral 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.