

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

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.

**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.