

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

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.