

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

**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.